

HEWLETT PACKARD CO  
Form S-8 POS  
March 25, 2005

As filed with the Securities and Exchange Commission on March 24, 2005.  
Registration No. 2-96361

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT No. 3  
TO  
FORM S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

**HEWLETT-PACKARD COMPANY**

(Exact name of issuer as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

94-1081436  
(I.R.S. Employer  
Identification No.)

3000 Hanover Street, Palo Alto, California 94304  
(Address of Principal Executive Offices)(Zip Code)

**Hewlett-Packard Company**  
**1985 Incentive Compensation Plan**  
(Full Title of the Plan)

**ANN O. BASKINS**  
Senior Vice President, General Counsel and Secretary  
3000 Hanover Street, Palo Alto, California 94304  
(Name and address of agent for service)

(650) 857-1501  
(Telephone Number, including area code, of agent for service)

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**EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES**

Effective as of July 28, 2004, Hewlett-Packard Company ( Registrant ) terminated its Hewlett-Packard Company 1985 Incentive Compensation Plan, as amended (the Plan ), and there were no outstanding awards under the Plan. This Post-Effective Amendment No. 3 to Registrant's Registration Statement on Form S-8 (File No. 2-96361), filed with the Securities and Exchange Commission on March 11, 1985, is filed to deregister 5,689,476 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 3 to the Registration Statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Palo Alto, state of California, on this 24th day of March, 2005.

HEWLETT-PACKARD COMPANY

