

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

As filed with the Securities and Exchange Commission on March 24, 2005.  
Registration No. 33-50699

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

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Post-Effective Amendment No. 2  
To  
Form S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

Exact name of issuer as specified in its charter:

**HEWLETT-PACKARD COMPANY**

State or other jurisdiction of  
incorporation or organization:  
Delaware

I.R.S. Employer  
Identification No.:  
94-1081436

Address of principal executive offices:  
3000 Hanover Street, Palo Alto, California 94304

Full title of the plan:

**1993 Metrix Stock Option Conversion Plan**

Name and address of agent for service:

ANN O. BASKINS  
Senior Vice President, General Counsel and Secretary  
3000 Hanover Street, Palo Alto, California 94304

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

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**EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES**

Effective as of July 28, 2004, Hewlett-Packard Company (the Registrant) terminated its 1993 Metrix Stock Option Conversion Plan (the Plan) and there were no outstanding awards under the Plan. This Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-8 (SEC File No. 33-50699) is filed to deregister 16,522 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.

Name and address of agent for service: ANN O. BASKINS Senior Vice President, General Counsel and Secretary



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Signature	Title	Date
* <u>Lucille S. Salhany</u> Lucille S. Salhany	Director	March 24, 2005

\* By: /s/ Charles N. Charnas  
Charles N. Charnas  
(Attorney-in-Fact)