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HEWLETT PACKARD CO  
Form 8-K  
March 29, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-1004

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OF  
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): MARCH 28, 2002

HEWLETT-PACKARD COMPANY  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State of other jurisdiction of  
incorporation or organization)

1-4423  
(Commission File Number)

94-1081436  
(I.R.S. Employee  
Identification Number)

3000 HANOVER STREET  
PALO ALTO, CA 94034  
(Address of principal executive offices)

(650) 857-1501  
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On March 22, 2002, Hewlett-Packard Company, a Delaware corporation (the "Company"), through its indirect subsidiary, consummated an exchange offer to acquire all the outstanding common shares of Indigo N.V., a corporation organized under the laws of The Netherlands ("Indigo"), pursuant to the terms of the previously reported Offer Agreement, dated September 6, 2001, as amended (the "Exchange Offer"). A copy of the press release announcing the final tabulation and proration calculations in connection with the Exchange Offer and issued by the Company on March 28, 2002, is attached as an exhibit to this Current Report on Form 8-K.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

99.1 Press release of Hewlett-Packard Company, issued on March 28, 2002.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEWLETT-PACKARD COMPANY

Date: March 29, 2002

By: /s/ Charles N. Charnas

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Charles N. Charnas  
Assistant Secretary

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EXHIBIT INDEX

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