

HEWLETT PACKARD CO
Form 3/A
February 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
LITVACK SANFORD M		(Month/Day/Year)	HEWLETT PACKARD CO [HPQ]	
(Last)	(First)	(Middle)	05/03/2002	
3000 HANOVER STREET		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
PALO ALTO, CA 94304		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			05/10/2002	
1. Title of Security		6. Individual or Joint/Group Filing(Check Applicable Line)		
(Instr. 4)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	5,794.3625 ⁽¹⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
STOCK OPTION (right to buy) (2)	05/03/2002	01/24/2011	Common Stock	19,765	\$ 35.42	D	Â
STOCK OPTION (right to buy) (2)	05/03/2002	04/25/2011	Common Stock	3,348	\$ 13.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITVACK SANFORD M 3000 HANOVER STREET PALO ALTO, CA 94304	Â X	Â	Â	Â

Signatures

Charles N. Charnas,
Attorney-in-Fact

02/10/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Received 5,060 shares on May 3, 2002 in exchange for shares of Compaq Computer Corporation ("Compaq") in connection with the merger of a subsidiary of Hewlett-Packard Company ("HP") with and into Compaq (the "Merger"), based on the exchange ratio of 0.6325 shares of HP Common Stock for each share of Compaq Common Stock (the "Exchange Ratio"). The acquisition was exempt from Section 16(b) pursuant to Rule 16b-(d)(1). On the effective date of the Merger, the closing price of Compaq's Common Stock was \$11.00 per share and the closing price of HP's Common Stock was \$17.44 per share. The Reporting Person owned 734.3625 shares of HP Common Stock in his individual retirement account prior to the Merger.
- (1) Received on May 3, 2002 in the Merger in exchange for a stock option to acquire shares of Compaq Common Stock based on the Exchange Ratio. The acquisition was exempt from Section 16(b) pursuant to Rule 16b-3(d)(1).
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.