

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, HP certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 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

By: /s/ Charles N. Charnas  
 Charles N. Charnas  
 Vice President, Deputy General Counsel  
 and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment #2 to the Registration Statement on Form S-8 has been signed below by the following persons on behalf of HP in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Robert P. Wayman</u> Robert P. Wayman	Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer)	March 22, 2005
<u>* Jon E. Flaxman</u> Jon E. Flaxman	Senior Vice President and Controller (Principal Accounting Officer)	March 24, 2005
<u>* Lawrence T. Babbio, Jr.</u> Lawrence T. Babbio, Jr.	Director	March 24, 2005
<u>* Patricia C. Dunn</u> Patricia C. Dunn	Chairperson	March 24, 2005
<u>* Richard A. Hackborn</u> Richard A. Hackborn	Director	March 24, 2005
<u>* George A. Keyworth II</u> Dr. George A. Keyworth II	Director	March 24, 2005
<u>* Robert E. Knowling, Jr.</u> Robert E. Knowling, Jr.	Director	March 24, 2005
<u>Thomas J. Perkins</u> Thomas J. Perkins	Director	
<u>* Robert L. Ryan</u> Robert L. Ryan	Director	March 24, 2005

SIGNATURES

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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)