

HEWLETT PACKARD CO
Form 3
February 17, 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â PERKINS THOMAS J</p> <p>(Last) (First) (Middle)</p> <p>3000 HANOVER STREET</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94304</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/07/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEWLETT PACKARD CO [HPQ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

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 | 51,137 | D <u>(1)</u> | Â |
| COMMON STOCK | 304 | I <u>(1)</u> | Held by a trust for the benefit of Mr. Perkins' daughter |
| COMMON STOCK | 160,945 | I <u>(1)</u> | Held by the UAD 12/14/72 Perkins Bypass Trust C <u>(2)</u> |
| COMMON STOCK | 348,541 | I <u>(1)</u> | Held by the Survivors Trust A UAD DTD 11/13/1987 <u>(3)</u> |

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

SEC 1473 (7-02)

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

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| 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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/22/2008 | Common Stock | 15,812 | \$ 45.67 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/21/2009 | Common Stock | 15,812 | \$ 37.46 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/21/2009 | Common Stock | 2,401 | \$ 18.74 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/26/2010 | Common Stock | 15,812 | \$ 47.44 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/26/2010 | Common Stock | 1,897 | \$ 23.72 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/25/2011 | Common Stock | 15,812 | \$ 26.88 | D | Â |
| STOCK OPTION (right to buy) ⁽⁴⁾ | 05/03/2002 | 04/25/2011 | Common Stock | 4,464 | \$ 13.44 | D | Â |
| STOCK OPTION (right to buy) ⁽⁵⁾ | 07/19/2002 | 07/18/2012 | Common Stock | 15,171 | \$ 12.775 | D | Â |
| STOCK OPTION (right to buy) ⁽⁵⁾ | 05/03/2003 | 05/01/2013 | Common Stock | 14,326 | \$ 16.62 | D | Â |
| CONTRACT (right to sell) ⁽⁶⁾ | 05/24/2007 | 05/24/2007 | Common Stock | 160,945 | \$ ⁽⁶⁾ | I | See Exhibit 99.1 |
| CONTRACT (right to sell) ⁽⁷⁾ | 05/24/2007 | 05/24/2007 | Common Stock | 348,541 | \$ ⁽⁷⁾ | I | See footnote 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERKINS THOMAS J 3000 HANOVER STREET PALO ALTO, CA 94304 | Â X | Â | Â | Â |

Signatures

/s/ Charles N. Charnas,
Attorney-in-Fact

02/17/2005

 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 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

- (1) 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-3(d)(1). On the effective date of the Merger, the closing price of Compaq Common Stock was \$11.00 per share and the closing price of HP Common Stock was \$17.44 per share.
- (2) Includes 160,945 shares held by the UAD 12/14/72 Perkins Bypass Trust C, which are subject to the arrangements described in Exhibit 99.1.
- (3) Includes 348,541 shares held by the Survivors Trust UAD DTD 11/13/1987, which are subject to the arrangements described in Exhibit 99.2.
- (4) 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).
- (5) Right to buy HP Common Stock granted under the 1997 Director Stock Plan complying with Rule 16b-3.
- (6) See Exhibit 99.1.
- (7) See Exhibit 99.2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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