

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

As filed with the Securities and Exchange Commission on March 24, 2005.  
Registration No. 2-90239

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

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

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

94-1081436  
(I.R.S. Employer  
Identification No.)

3000 Hanover Street, Palo Alto, California 94304  
(Address of Principal Executive Offices)(Zip Code)

**Hewlett-Packard Company**  
**Foreign Employee Stock Option Conversion Plan**  
(Full Title of the Plan)

**ANN O. BASKINS**  
Senior Vice President, General Counsel and Secretary  
3000 Hanover Street, Palo Alto, California 94304  
(Name and address of agent for service)

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

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**EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES**

Effective as of July 28, 2004, Hewlett-Packard Company ( Registrant ) terminated its Hewlett-Packard Company Foreign Employee Stock Option Conversion Plan (the Plan ) and there were no outstanding awards under the Plan. This Post-Effective Amendment No. 2 to Registrant s Registration Statement on Form S-8 (File No. 2-90239), filed with the Securities and Exchange Commission on March 30, 1984 is filed to deregister 1,540,000 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.



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