

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

As filed with the Securities and Exchange Commission on March 24, 2005.
Registration No. 33-31500

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

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
1989 Apollo 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)

EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES

Effective as of July 28, 2004, Hewlett-Packard Company (Registrant) terminated its Hewlett-Packard Company 1989 Apollo Stock Option Conversion Plan, as amended (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. 33-31500), filed with the Securities and Exchange Commission on October 12, 1989, is filed to deregister 1,637,120 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.

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| Signature | Title | Date |
|--------------------|-------|------|
| Lucille S. Salhany | | |

* By: /s/ Charles N. Charnas
Charles N. Charnas
(Attorney-in-Fact)