

HEWLETT PACKARD CO  
Form 8-K  
December 11, 2002

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549-1004

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**December 6, 2002**

Date of Report (Date of Earliest Event Reported)

**HEWLETT-PACKARD COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4423**  
(Commission  
File Number)

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

**3000 Hanover Street, Palo Alto, CA 94304**  
(Address of principal executive offices) (Zip code)

**(650) 857-1501**  
(Registrant's telephone number, including area code)

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**Item 5. Other Events.**

This Current Report on Form 8-K (including the documents included as exhibits 4.1 - 4.3 hereto) is filed to be, and is hereby, incorporated by reference into our Registration Statement on Form S-3 (No. 333-83346), which was declared effective on March 11, 2002. This Report and the exhibits hereto relate to the offering from time to time of up to \$1,500,000,000 aggregate principal amount of our Medium-Term Notes Series B, Due Nine Months or More from the Date of Issue.

**Item 7. Financial Statements and Exhibits.**

The following exhibits are being filed with this report:

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- Exhibit 4.1 Form of Fixed Rate Note.
- Exhibit 4.2 Form of Floating Rate Note.
- Exhibit 4.3 Agency Agreement, dated December 6, 2002, entered into between Hewlett-Packard Company and Salomon Smith Barney Inc., Banc of America Securities LLC, BNP Paribas Securities Corp., Credit Suisse First Boston Corporation, Deutsche Bank Securities Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Scotia Capital (USA) Inc. and The Williams Capital Group, L.P.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HEWLETT-PACKARD COMPANY**

Date: December 11, 2002

By:                                  /s/ CHARLES N. CHARNAS

Name: Charles N. Charnas  
Title: Vice-President, Deputy General Counsel and  
Assistant Secretary

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**INDEX TO EXHIBITS FILED WITH  
THE CURRENT REPORT ON FORM 8-K DATED DECEMBER 10, 2002**

<u>Exhibit</u>	<u>Description</u>
4.1	Form of Fixed Rate Note.
4.2	Form of Floating Rate Note.
4.3	Agency Agreement, dated December 6, 2002, entered into between Hewlett-Packard Company and Salomon Smith Barney Inc., Banc of America Securities LLC, BNP Paribas Securities Corp., Credit Suisse First Boston Corporation, Deutsche Bank Securities Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Scotia Capital (USA) Inc. and The Williams Capital Group, L.P.

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[Item 7. Financial Statements and Exhibits.](#)

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