

HEWLETT PACKARD CO

Form DFAN14A

February 14, 2002

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive

Proxy

Statement

Confidential, for

Use of the

Commission Only

(as permitted by

Rule 14a-6(e)(2))

Definitive

Additional

Materials

Soliciting

Material Pursuant

to Rule 14a-12

HEWLETT-PACKARD COMPANY

(Name of Registrant as Specified In Its Charter)

WALTER B. HEWLETT, EDWIN E. VAN BRONKHORST AND THE WILLIAM R. HEWLETT REVOCABLE TRUST

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

Fee

computed on

table below per

Exchange Act

Rules 14a-6(i)(4)

and 0-11.

(1) Title of each

class of securities

to which

transaction

applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount

Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

(3) Filing Party:

(4) Date Filed:

GREEN PROXY CARD

HEWLETT-PACKARD COMPANY

PROXY FOR THE MARCH 19, 2002 SPECIAL MEETING OF STOCKHOLDERS

**THIS PROXY IS SOLICITED BY WALTER B. HEWLETT, EDWIN E. VAN BRONKHORST
AND THE WILLIAM R. HEWLETT REVOCABLE TRUST (THE TRUST) AND
NOT BY THE BOARD OF DIRECTORS OF HEWLETT-PACKARD COMPANY**

The undersigned stockholder of Hewlett-Packard Company hereby appoints Walter B. Hewlett, Keith A. Flaum, and Daniel H. Burch, and each of them, as attorneys and proxies, each with power of substitution and revocation, to represent the undersigned at the Special Meeting of Stockholders of Hewlett-Packard Company to be held on Tuesday, March 19, 2002 and at any adjournment or postponement thereof, with authority to vote all shares held or owned by the undersigned in accordance with the directions indicated herein.

Receipt of the proxy statement is hereby acknowledged.

This proxy, when properly executed, will cause your shares to be voted as you direct. If you return this proxy, properly executed, without specifying a choice, your shares will be voted against item (1) on the reverse side and will be voted for item (2) on the reverse side.

**SEE REVERSE
SIDE**

(Continued and to be signed on the reverse side)

**SEE REVERSE
SIDE**

**GREEN PROXY
CARD**

**PLEASE SIGN, DATE AND MAIL YOUR GREEN PROXY CARD
PROMPTLY**

Please mark
your votes as
indicated in
this example [X]

**MR. HEWLETT, MR. VAN BRONKHORST AND THE TRUST STRONGLY RECOMMEND A VOTE AGAINST ITEM
(1) BELOW AND A VOTE FOR ITEM (2) BELOW.**

1. To approve the issuance of shares of Hewlett-Packard Company common stock in connection with a merger of Heloise Merger Corporation with and into Compaq Computer Corporation contemplated by the Agreement and Plan of Reorganization among HP, Heloise Merger Corporation and Compaq Computer Corporation.

FOR
[]

AGAINST
[]

ABSTAIN
[]

2. In their discretion, the proxies are authorized to vote upon such other business as may properly be presented to the meeting or any adjournment or postponement of the meeting.

FOR
[]

AGAINST
[]

ABSTAIN
[]

Dated: _____, 2002

(Signature)

(Signatures if held jointly)

(Title)

Please sign exactly as your name appears to the left. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person. The signer hereby revokes all proxies previously given by the signer to vote at the Special Meeting of Stockholders of Hewlett-Packard Company, and any adjournment or postponement thereof.