

HEWLETT PACKARD CO

Form DFAN14A

March 20, 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)(1)

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:

For Immediate Release

**WALTER HEWLETT EXPRESSES OPTIMISM
ABOUT SPECIAL MEETING RESULTS**

Palo Alto, CA, March 19, 2002 Walter B. Hewlett, on behalf of The William R. Hewlett Revocable Trust and its trustees, expressed optimism about the outcome of the vote on the proposed merger of Hewlett-Packard (NYSE: HWP) and Compaq (NYSE: CPQ).

Prior to the closing of the polls at the Special Meeting, all proxy cards received by Mr. Hewlett were turned over to the independent inspectors of election, who will tabulate the results. It is expected that the preliminary tabulation will be provided to Mr. Hewlett and Hewlett-Packard in a few weeks, after which both sides will have the opportunity to examine the proxy tabulation.

Mr. Hewlett said, "I would like to thank all of Hewlett-Packard's stockholders. The fact that this is a close race shows the power that stockholders have when they decide to make their voices heard by management and the Board. Many stockholders clearly believe that the Compaq merger is not the best path for HP to follow."

"While we are optimistic about the outcome of today's vote, we believe that regardless of the final result, today is a clear victory not just for HP stockholders, but for all stockholders. Together, we've demonstrated that accountability is not a platitude and that stockholders, the true owners of a company, can and should have a say in the decisions that are made by management and the Board."

###

Media:

Joele Frank/Todd Glass

Joele Frank, Wilkinson Brimmer Katcher

(212) 355-4449