

Lyons Catherine T
 Form 3
 July 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lyons Catherine T | | (Month/Day/Year) | HEWLETT PACKARD CO [HPQ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/22/2005 | | |
| 3000 HANOVER STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Chief Marketing Officer | |
| PALO ALTO,Â CAÂ 94304 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 52,520 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|--------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 11/19/2007 | Common Stock | 3,198 | \$ 24.125 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/11/2009 | Common Stock | 8,958 | \$ 29.63 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 02/14/2010 | Common Stock | 8,958 | \$ 48.495 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 06/04/2010 | Common Stock | 200 | \$ 59.58 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 06/18/2010 | Common Stock | 10,000 | \$ 59.365 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 02/25/2011 | Common Stock | 18,500 | \$ 30.09 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 01/30/2012 | Common Stock | 50,000 | \$ 21.75 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 04/15/2011 | Common Stock | 25,460 | \$ 15.745 | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 03/17/2012 | Common Stock | 40,000 | \$ 22.015 | D | Â |
| Employee Stock Option (Right to Buy) | Â (10) | 04/13/2013 | Common Stock | 45,000 | \$ 21.765 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lyons Catherine T 3000 HANOVER STREET PALO ALTO, CA 94304 | Â | Â | Â EVP & Chief Marketing Officer | Â |

Signatures

/s/ Charles N. Charnas,
Attorney-in-Fact

07/28/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option became exercisable in four equal annual installments beginning November 20, 1998.
- (2) This option became exercisable in four equal annual installments beginning February 12, 2000.
- (3) This option became exercisable in four equal annual installments beginning February 15, 2001.
- (4) This option became exercisable on June 5, 2005.

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- (5) This option became exercisable in four equal annual installments beginning June 19, 2001.
- (6) This option became exercisable in four equal annual installments beginning February 26, 2002.
- (7) This option became exercisable in four equal annual installments beginning January 31, 2003.
- (8) This option became exercisable in four equal annual installments beginning April 16, 2004.
- (9) This option became exercisable in four equal annual installments beginning March 18, 2005.
- (10) This option will become exercisable in four equal annual installments beginning April 14, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.