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HEWLETT PACKARD CO
Form 425
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This filing relates to a planned merger (the "Merger") between Hewlett-Packard Company ("HP") and Compaq Computer Corporation ("Compaq") pursuant to the terms of an Agreement and Plan of Reorganization, dated as of September 4, 2001 (the "Merger Agreement"), by and among HP, Heloise Merger Corporation and Compaq. The Merger Agreement is on file with the Securities and Exchange Commission as an exhibit to the Current Report on Form 8-K, as amended, filed by Hewlett-Packard Company on September 4, 2001, and is incorporated by reference into this filing.

On March 11, 2002, HP issued the following press release.

[LETTERHEAD OF HEWLETT-PACKARD COMPANY]

[HP INVENT LOGO]

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HP ISSUES LETTER TO SHAREOWNERS HIGHLIGHTING ISS SUPPORT,
THE CASE FOR CHANGE

PALO ALTO, Calif., March 11, 2002 -- Hewlett-Packard Company (NYSE:HWP) today issued the following letter to HP shareowners. The brochure mentioned in the letter, "The Case For Change: HP + Compaq," can be viewed at the www.VotetheHPway.com Website.

Dear HP Shareowner:

With regulatory clearances now in hand, and with the recent endorsement of ISS -- the nation's leading independent proxy voting advisory firm -- we are moving forward to the March 19 merger vote with confidence and momentum.

Only a short time remains for you to cast your vote, and it is important that your vote be counted. Please sign, date and return the enclosed WHITE proxy card or voting instruction form today in the postage-paid envelope provided.

If you previously voted against the merger, either on Walter Hewlett's green card or on HP's white card, you have every right to change your vote and support the merger. Simply return a properly executed WHITE proxy card or voting instruction form, and it will revoke any prior vote you may have submitted.

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"WE THINK THIS IS A WINNER"

In announcing ISS's recommendation to vote "FOR" the merger, Patrick McGurn, ISS Director of Corporate Programs, enthusiastically stated "We think this is a winner." During the months leading up to the ISS recommendation, Walter Hewlett and his advisors had numerous meetings and telephone conferences with ISS.

They had every opportunity to make their anti-merger case to ISS, and to present and explain their "Focus and Execute" strategy.

In the end, after considering Walter Hewlett's position, ISS concluded: "We believe that the Compaq merger provides a better means of maximizing long-term value. ..."

We would have expected that Walter Hewlett would accept the ISS decision as a careful, thoughtful conclusion reached by an independent expert. Instead, he immediately issued a statement that "ISS has missed the point." ISS missed nothing -- they simply disagreed with Walter Hewlett's position and concluded that HP shareowners should vote "FOR" the merger.

ONE LAST THOUGHT: WAS ALL THIS REALLY NECESSARY?

HP's Board spent 2 1/2 years evaluating ways to address HP's challenges and to capitalize on new opportunities for growth. Carly Fiorina was brought in by this Board to drive change and put HP back on a path to leadership. Throughout last summer, we met many times and spent long hours considering the Compaq merger. Three key Board meetings were held on July 10, July 19 and July 30. At these three meetings your Board considered and discussed:

- o HP's alternative strategies, including continued operation on a stand-alone basis, expansion of businesses, dispositions or spin-offs, and possible acquisitions;
- o The state of HP's businesses and the effect of the Compaq merger on those businesses;
- o Strategic and financial aspects of the Compaq merger;
- o Synergies with Compaq and estimated cost savings;
- o Plans to integrate the HP and Compaq businesses;
- o Financial considerations and the terms of the proposed merger agreement.

McKinsey & Co., a nationally recognized consulting firm, made presentations to the Board at each of the three meetings. At the July 30 meeting, Goldman Sachs & Co., HP's financial advisor, presented a preliminary analysis of various financial considerations relating to the merger.

Every HP director attended each of these key Board meetings -- every director, that is, except for Walter Hewlett.

If Walter Hewlett had taken the time to attend these Board meetings, he might have had a better understanding of why the merger with Compaq is the single best alternative for HP shareowners. If Walter Hewlett had taken the time to attend these Board meetings, maybe he would have joined with all the other HP directors in actively supporting the merger. If Walter Hewlett had taken the time to

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attend these Board meetings, maybe this proxy contest never would have happened.

When Walter Hewlett did attend Board meetings, he never offered up any alternatives to the Compaq merger. Why? Because all of the alternatives that he suggests in the final days of this proxy contest were at one time debated and rejected by the entire Board -- including Walter Hewlett himself. They were rejected because they failed to create sufficient shareowner value.

THE CASE FOR CHANGE: HP + COMPAQ

During these recent months you have read and heard a great deal about the merger -- both pro and con. We thought it would be helpful to pull together, in one place, the many compelling reasons to vote "FOR" the merger, and we are pleased to enclose with this letter a brochure titled "The Case For Change: HP + Compaq." We think you'll agree with HP's Board of Directors and management -- and with ISS -- that the HP-Compaq merger is a "winner."

Finally, we appreciate your careful attention to the issues during this critical contest over the future of HP and your investment in HP stock. We appreciate your patience, as we know you have received many mailings and, perhaps, telephone calls from both sides. With your support, this merger will be completed shortly and this corporate dispute will be over.

We thank you for your continued trust and encouragement throughout this entire process.

Sincerely,

(signed)

Philip M. Condit
HP Director

Richard A. Hackborn
HP Director

Patricia C. Dunn
HP Director

George A. Keyworth II
HP Director

Carleton S. Fiorina
HP Chairman of the Board
and Chief Executive Officer

Robert E. Knowling Jr.
HP Director

Sam Ginn
HP Director

Robert P. Wayman
HP Director, Executive Vice
President and Chief Financial
Officer

ABOUT HP

Hewlett-Packard Company -- a leading global provider of computing and imaging solutions and services -- is focused on making technology and its benefits accessible to all. HP had total revenue of \$45.2 billion in its 2001 fiscal year. Information about HP and its products can be found on the World Wide Web at <http://www.hp.com>.

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If you have questions or need assistance voting your shares FOR the HP/Compaq merger, please call Innisfree M&A Incorporated toll-free at (877)750-5836 or Georgeson Shareholder toll-free at (888)921-5724. Additional information about the HP-Compaq merger is available at www.VotetheHPway.com.

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Permission to use quotations for inclusion in this document was neither sought nor obtained.

This document contains forward-looking statements that involve risks, uncertainties and assumptions. If any of these risks or uncertainties materializes or any of these assumptions proves incorrect, the results of HP and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any projections of earnings, revenues, synergies, accretion or other financial items; any statements of the plans, strategies, and objectives of management for future operations, including the execution of integration and restructuring plans and the anticipated timing of filings, approvals and closings relating to the Merger or other planned acquisitions; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief and any statements of assumptions underlying any of the foregoing.

The risks, uncertainties and assumptions referred to above include the ability of HP to retain and motivate key employees; the timely development, production and acceptance of products and services and their feature sets; the challenge of managing asset levels, including inventory; the flow of products into third-party distribution channels; the difficulty of keeping expense growth at modest levels while increasing revenues; the challenges of integration and restructuring associated with the Merger or other planned acquisitions and the challenges of achieving anticipated synergies; the possibility that the Merger or other planned acquisitions may not close or that HP, Compaq or other parties to planned acquisitions may be required to modify some aspects of the acquisition transactions in order to obtain regulatory approvals; the assumption of maintaining revenues on a combined company basis following the close of the Merger or other planned acquisitions; and other risks that are described from time to time in HP's Securities and Exchange Commission reports, including but not limited to HP's annual report on Form 10-K, as amended on January 30, 2002, for the fiscal year ended October 31, 2001 and HP's registration statement on Form S-4 filed on February 5, 2002.

HP assumes no obligation and does not intend to update these forward-looking statements.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

On February 5, 2002, HP filed a registration statement with the SEC containing a definitive joint proxy statement/prospectus regarding the Merger. Investors and security holders of HP and Compaq are urged to read the definitive joint proxy statement/prospectus filed with the SEC on February 5, 2002 and any other relevant materials filed by HP or Compaq with the SEC because they contain, or will contain, important information about HP, Compaq and the Merger. The definitive joint proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by HP or Compaq with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by HP by contacting HP Investor Relations, 3000 Hanover Street, Palo Alto, California 94304, 650-857-1501. Investors and security holders may obtain free copies of the documents filed with the SEC by Compaq by contacting Compaq Investor Relations, P.O. Box 692000, Houston, Texas 77269-2000, 800-433-2391. Investors and security holders are urged to read the definitive joint proxy statement/prospectus and the other relevant materials (when they become available) before making any voting or investment decision

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with respect to the Merger.