

HEWLETT PACKARD CO
Form 3/A
February 24, 2003

FORM 3	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549	OMB APPROVAL
	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	OMB Number: 3235-0104
(Print or Type Responses)		Expires: January 31, 2005
		Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol	
PAVLOVICH STEPHEN J.	09/12/02	HEWLETT-PACKARD COMPANY ("HPQ")	
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	6. If Amendment, Date of Original (Month/Year)
3000 HANOVER STREET		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give Below) <input type="checkbox"/> Other (specify title below)	09/20/02
(Street)		7. Individual or Joint/Group Filing (Check Applicable Line)	
PALO ALTO CALIFORNIA 94304		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	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	788,9784	D	
COMMON STOCK	2,873,5510	I	401(k) Plan
COMMON STOCK	2,680	I	By: Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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 Number.

(Over)
SEC1473 (7-02)

FORM 3 (continued)

**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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
STOCK OPTION(1)	11/17/95	11/16/04	COMMON STOCK	4,606	\$ 9.8550	D	
STOCK OPTION(2)	11/17/96	11/16/04	COMMON STOCK	2,558	\$17.5700	D	
STOCK OPTION(3)	11/21/97	11/20/06	COMMON STOCK	3,454	\$20.5100	D	
STOCK OPTION(4)	11/20/98	11/19/07	COMMON STOCK	4,094	\$24.1250	D	
STOCK OPTION(5)	02/12/00	02/11/09	COMMON STOCK	7,678	\$29.6300	D	
STOCK OPTION(6)	02/15/01	02/14/10	COMMON STOCK	8,958	\$48.4950	D	
STOCK OPTION(7)	06/05/05	06/04/10	COMMON STOCK	200	\$59.5800	D	
STOCK OPTION(8)	06/19/01	06/18/10	COMMON STOCK	20,000	\$58.3650	D	
STOCK OPTION(9)	02/26/02	02/25/11	COMMON STOCK	12,600	\$30.0900	D	
STOCK OPTION(10)	01/31/03	1/30/12	COMMON STOCK	12,600	\$21.7500	D	

Explanation of Responses:

- (1) Right to buy Hewlett-Packard Company common stock granted under the 1990 Stock Option Plan complying with Rule 16b-3. This option became fully vested on 11/17/98.
- (2) Right to buy Hewlett-Packard Company common stock granted under the 1990 Stock Option Plan complying with Rule 16b-3. This option became fully vested on 11/17/99.
- (3) Right to buy Hewlett-Packard Company common stock granted under the 1995 Stock Option Plan complying with Rule 16b-3. This option became fully vested on 11/21/00.
- (4) Right to buy Hewlett-Packard Company common stock granted under the 1995 Stock Option Plan complying with Rule 16b-3. This option became exercisable in 25% increments annually on 11/20/98.
- (5) Right to buy Hewlett-Packard Company common stock granted under the 1995 Stock Option Plan complying with Rule 16b-3. This option became exercisable in 25% increments annually on 2/12/00.
- (6) Right to buy Hewlett-Packard Company common stock granted under the 1995 Stock Option Plan complying with Rule 16b-3. This option became exercisable in 25% increments annually on 2/15/01.
- (7) Right to buy Hewlett-Packard Company common stock granted under the 2000 Stock Option Plan complying with Rule 16b-3. This option will become fully exercisable after the fifth year.
- (8) Right to buy Hewlett-Packard Company common stock granted under the 2000 Stock Option Plan complying with Rule 16b-3. This option became exercisable in 25% increments annually on 6/19/01.
- (9) Right to buy Hewlett-Packard Company common stock granted under the 2000 Stock Option Plan complying with Rule 16b-3. This option became exercisable in 25% increments annually on 2/26/02.
- (10) Right to buy Hewlett-Packard Company common stock granted under the 2000 Stock Option Plan complying with Rule 16b-3. This option will become exercisable in 25% increments annually beginning on 1/31/03.

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PAVLOVICH /s/ **STEPHEN J.**

February 24,
2003

Stephen J. Pavlovich

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note:

File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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Page 2