

HEWLETT PACKARD CO
Form 8-K
February 16, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-1004**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

February 16, 2005

Date of Report (Date of Earliest Event Reported)

HEWLETT-PACKARD COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-4423
(Commission File Number)

94-1081436
(I.R.S. Employer
Identification No.)

3000 HANOVER STREET, PALO ALTO, CA
(Address of principal executive offices)

94304
(Zip code)

(650) 857-1501
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition

On February 16, 2005, HP issued a press release relating to its fiscal quarter ended January 31, 2005, entitled "HP Reports First Quarter 2005 Results." The text of this press release, along with the non-GAAP condensed consolidated financial statements, the condensed consolidated GAAP statement of cash flows and certain additional financial information are furnished herewith as Exhibit 99.1. The information in Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

In connection with its press release announcing its earnings for its fiscal quarter ended January 31, 2005, HP also provided the GAAP condensed consolidated quarterly financial statements for the fiscal quarter ended January 31, 2005 filed herewith as Exhibit 99.2. Exhibit 99.2 is filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and therefore may be incorporated by reference into filings under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Text of HP's press release relating to its fiscal quarter ended January 31, 2005, entitled "HP Reports First Quarter 2005 Results," along with the non-GAAP condensed consolidated financial statements, the condensed consolidated GAAP statement of cash flows and certain additional financial information (furnished herewith).

Exhibit 99.2 GAAP condensed consolidated quarterly financial statements for the fiscal quarter ended January 31, 2005 (filed herewith).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEWLETT-PACKARD COMPANY

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DATE: February 16, 2005

By: /s/ CHARLES N. CHARNAS

Name: Charles N. Charnas
Title: Vice President, Deputy General Counsel
and Assistant Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Text of the press release issued by Hewlett-Packard Company dated February 16, 2005, entitled HP Reports First Quarter 2005 Results, the non-GAAP condensed consolidated financial statements, the condensed consolidated GAAP statement of cash flows for the fiscal quarter ended January 31, 2005 and certain additional financial information (furnished herewith).
99.2	GAAP condensed consolidated quarterly financial statements for the fiscal quarter ended January 31, 2005 (filed herewith).