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HEWLETT PACKARD CO  
Form S-8 POS  
October 09, 2001

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Registration No.: 333-70232

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

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Post-Effective Amendment No. 1  
To  
Form S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

Exact name of issuer as specified in its charter:

HEWLETT-PACKARD COMPANY

State or other jurisdiction of incorporation or organization: Delaware  
I.R.S. Employer Identification No.: 94-1081436

Address of principal executive offices:  
3000 Hanover Street, Palo Alto, California 94304

Full title of the plans:

StorageApps Inc. 2000 Stock Incentive Plan

Name and address of agent for service:  
ANN O. BASKINS  
Vice President, General Counsel and Secretary  
3000 Hanover Street, Palo Alto, California 94304

Telephone Number, including area code, of agent for service: (650) 857-1501

CALCULATION OF REGISTRATION FEE

Title of securities to be Registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee (1) (2)
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Common Stock \$0.01 par value to be issued under the StorageApps Inc.	837,571	\$7.85 - \$78.50	\$9,719,778	\$0

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2000 Stock Incentive  
Plan

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the Registrant's Forms S-8 Registration Statement, Registration No. 333-70232, dated September 26, 2001, relating to the StorageApps Inc. 2000 Stock Incentive Plan are incorporated herein by reference.

- Item 8. Exhibits.
- 4.1\* StorageApps Inc. 2000 Stock Incentive Plan.
- 5 Opinion re legality.
- 23.1 Consent of Ernst & Young, Independent Auditors.
- 23.2 Consent of Counsel. Contained with the opinion filed as Exhibit 5 hereto and incorporated herein by reference.
- 24\* Powers of attorney.

\* Previously filed and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Hewlett-Packard Company, a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Post-Effective Amendment No. 1 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on this 9th day of October, 2001.

HEWLETT-PACKARD COMPANY

/s/ Charles N. Charnas

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Charles N. Charnas  
Assistant Secretary  
and Senior Managing Counsel

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POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Philip M. Condit	Director	October 9, 2001
* _____ Patricia C. Dunn	Director	October 9, 2001
* _____ Carleton S. Fiorina	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 9, 2001
* _____ Jon E. Flaxman	Vice President and Controller (Principal Accounting Officer)	October 9, 2001
* _____ Sam Ginn	Director	October 9, 2001
* _____ Richard A. Hackborn	Director	October 9, 2001
* _____ Walter B. Hewlett	Director	October 9, 2001
* _____ George A. Keyworth	Director	October 9, 2001
* _____ Robert E. Knowling Jr.	Director	October 9, 2001
* _____ Robert P. Wayman	Executive Vice President, Finance and Administration, Chief Financial Officer and Director (Principal Financial Officer)	October 9, 2001

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\*By: /s/ Charles N. Charnas

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Charles N. Charnas  
(Attorney-in-fact)

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EXHIBIT INDEX

Exhibit No.

4.1\*        StorageApps Inc. 2000 Stock Incentive Plan.  
5            Opinion re legality.  
23.1        Consent of Ernst & Young, Independent Auditors.  
23.2        Consent of Counsel. Contained with the opinion filed as Exhibit 5  
            hereto and incorporated herein by reference.  
24\*        Powers of attorney.

\* Previously filed and incorporated herein by reference.

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EXHIBIT 5

October 9, 2001

Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, California 94304

837,571 Shares of Common Stock of Hewlett-Packard Company  
offered pursuant to the StorageApps Inc. 2000 Stock Incentive Plan

Dear Sir or Madam:

I have examined the proceedings taken and the instruments executed in connection with the organization and present capitalization of Hewlett-Packard Company (the "Company") and the reservation for issuance and authorization of the sale and issuance from time to time of not in excess of an aggregate of 837,571 shares of the Company's Common Stock (the "Shares") pursuant to the terms of the StorageApps Inc. 2000 Stock Incentive Plan (the "Plan"). The Shares are the subject of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, which is being filed with the Securities and Exchange Commission and to which this opinion is to be attached as an exhibit.

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Upon the basis of such examination, I am of the following opinion:

1. The authorized shares of the Company consist of 300,000,000 shares of Preferred Stock, of which 4,500,000 shares are designated as Series A Participating Preferred Stock, and 9,600,000,000 shares of Common Stock.

2. The proper corporate proceedings necessary to the reservation for issuance and the authorization of the sale and issuance from time to time of not in excess of an aggregate of 837,571 shares of the Common Stock of the Company pursuant to the Plan have been duly taken and, when issued pursuant to the Plan, the Shares will be duly and validly issued and fully paid and nonassessable.

3. When the above-mentioned Registration Statement relating to the Shares has become effective and when the listing of the Shares on the New York Stock Exchange, Inc. and the Pacific Exchange, Inc. has been authorized, all authorizations, consents, approvals, or other orders of all United States regulatory authorities required for the issuance of the Shares will have been obtained.

You are further advised that I consent to the use of this opinion as an exhibit to the above-mentioned Registration Statement.

Very truly yours,

/s/ Charles N. Charnas  
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Charles N. Charnas  
Assistant Secretary  
and Senior Managing Counsel

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Post Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-70232) pertaining to the StorageApps Inc. 2000 Stock Incentive Plan of our report dated November 15, 2000, with respect to the consolidated financial statements and schedules of Hewlett-Packard Company in its Annual Report on Form 10-K for the year ended October 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

San Jose, California  
October 5, 2001