

HEWLETT PACKARD CO
Form 10-Q/A
September 08, 2009

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

FORM 10-Q/A

(Mark
One)

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

For the quarterly period ended: July 31, 2009

Or

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

For the transition period from _____ to _____

Commission file number 1-4423

HEWLETT-PACKARD COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-1081436
(I.R.S. employer
identification no.)

3000 Hanover Street, Palo Alto, California
(Address of principal executive offices)

94304
(Zip code)

(650) 857-1501

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

The number of shares of HP common stock outstanding as of August 31, 2009 was 2,371,067,899 shares.

Explanatory Note

This Form 10-Q/A amends the Quarterly Report on Form 10-Q of Hewlett-Packard Company for the quarter ended July 31, 2009 filed on September 4, 2009 (the "Form 10-Q") for the sole purpose of furnishing the Interactive Data File as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

PART II. OTHER INFORMATION

Item 6. Exhibits.

The Exhibit Index beginning on page 3 of this report sets forth a list of exhibits.

SIGNATURE

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

HEWLETT-PACKARD COMPANY

/s/ CATHERINE A. LESJAK

Catherine A. Lesjak
*Executive Vice President and Chief Financial
Officer
(Principal Financial Officer and Authorized
Signatory)*

Date: September 4, 2009

HEWLETT-PACKARD COMPANY AND SUBSIDIARIES
EXHIBIT INDEX

| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit(s) | Filing Date |
|----------------|--|-------|------------------------------------|------------------|-------------------|
| 2(a) | Agreement and Plan of Merger by and among Electronic Data Systems Corporation, Hewlett-Packard Company and Hawk Merger Corporation. | 8-K/A | 001-04423 | 2.1 | May 13, 2008 |
| 2(b) | Amendment No. 1 to Agreement and Plan of Merger by and among Electronic Data Systems Corporation, Hewlett-Packard Company and Hawk Merger Corporation. | 8-K | 001-04423 | 2.1 | July 25, 2008 |
| 3(a) | Registrant's Certificate of Incorporation. | 10-Q | 001-04423 | 3(a) | June 12, 1998 |
| 3(b) | Registrant's Amendment to the Certificate of Incorporation. | 10-Q | 001-04423 | 3(b) | March 16, 2001 |
| 3(c) | Registrant's Amended and Restated By-Laws effective March 18, 2009. | 8-K | 001-04423 | 3.1 | March 23, 2009 |
| 4(a) | Form of Senior Indenture. | S-3 | 333-30786 | 4.1 | March 17, 2000 |
| 4(b) | Form of Registrant's Fixed Rate Note and Floating Rate Note and related Officers' Certificate. | 8-K | 001-04423 | 4.1, 4.2 and 4.4 | May 24, 2001 |
| 4(c) | Form of Registrant's 6.50% Global Note due July 1, 2012, and form of related Officers' Certificate. | 8-K | 001-04423 | 4.2 and 4.3 | June 27, 2002 |
| 4(d) | Form of Registrant's Fixed Rate Note and form of Floating Rate Note. | 8-K | 001-04423 | 4.1 and 4.2 | December 11, 2002 |
| 4(e) | Indenture, dated as of June 1, 2000, between the Registrant and J.P. Morgan Trust Company, National Association (formerly Chase Manhattan Bank), as Trustee. | S-3 | 333-134327 | 4.9 | June 7, 2006 |
| 4(f) | Form of Registrant's Floating Rate Global Note due March 1, 2012, form of 5.25% Global Note due March 1, 2012 and form of 5.40% Global Note due March 1, 2017. | 8-K | 001-04423 | 4.1, 4.2 and 4.3 | February 28, 2007 |
| 4(g) | Form of Registrant's Floating Rate Global Note due June 15, 2009 and Floating Rate Global Note due June 15, 2010. | 10-Q | 001-04423 | 4(l) | September 7, 2007 |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit(s) | Filing Date |
|----------------|---|-------|------------------------------------|-----------------------|-------------------|
| 4(h) | Form of Registrant's Floating Rate Global Note due September 3, 2009, 4.50% Global Note due March 1, 2013 and 5.50% Global Note due March 1, 2018. | 8-K | 001-04423 | 4.1, 4.2 and 4.3 | February 29, 2008 |
| 4(i) | Form of Registrant's 6.125% Global Note due March 1, 2014 and form of related Officers' Certificate. | 8-K | 001-04423 | 4.1 and 4.2 | December 8, 2008 |
| 4(j) | Form of Registrant's Floating Rate Global Note due February 24, 2011, 4.250% Global Note due February 24, 2012 and 4.750% Global Note due June 2, 2014 and form of related Officers' Certificate. | 8-K | 001-04423 | 4.1, 4.2, 4.3 and 4.4 | February 27, 2009 |
| 4(k) | Form of Registrant's Floating Rate Global Note due May 27, 2011, 2.25% Global Note due May 27, 2011 and 2.95% Global Note due August 15, 2012 and form of related Officers' Certificate. | 8-K | 001-04423 | 4.1, 4.2, 4.3 and 4.4 | May 28, 2009 |
| 4(l) | Speciman certificate for the Registrant's common stock. | 8-A/A | 001-04423 | 4.1 | June 23, 2006 |
| 10(a) | Registrant's 2004 Stock Incentive Plan.* | S-8 | 333-114253 | 4.1 | April 7, 2004 |
| 10(b) | Registrant's 2000 Stock Plan, amended and restated effective September 17, 2008.* | 10-K | 001-04423 | 10(b) | December 18, 2008 |
| 10(c) | Registrant's 1997 Director Stock Plan, amended and restated effective November 1, 2005.* | 8-K | 001-04423 | 99.4 | November 23, 2005 |
| 10(d) | Registrant's 1995 Incentive Stock Plan, amended and restated effective May 1, 2007.* | 10-Q | 001-04423 | 10(d) | June 8, 2007 |
| 10(e) | Registrant's 1990 Incentive Stock Plan, amended and restated effective May 1, 2007.* | 10-Q | 001-04423 | 10(e) | June 8, 2007 |
| 10(f) | Compaq Computer Corporation 2001 Stock Option Plan, amended and restated effective November 21, 2002.* | 10-K | 001-04423 | 10(f) | January 21, 2003 |
| 10(g) | Compaq Computer Corporation 1998 Stock Option Plan, amended and restated effective November 21, 2002.* | 10-K | 001-04423 | 10(g) | January 21, 2003 |
| 10(h) | Compaq Computer Corporation 1995 Equity Incentive Plan, amended and restated effective November 21, 2002.* | 10-K | 001-04423 | 10(h) | January 21, 2003 |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit(s) | Filing Date |
|----------------|--|------|------------------------------------|------------|--------------------|
| 10(i) | Compaq Computer Corporation 1989 Equity Incentive Plan, amended and restated effective November 21, 2002.* | 10-K | 001-04423 | 10(i) | January 21, 2003 |
| 10(j) | Compaq Computer Corporation 1985 Nonqualified Stock Option Plan for Non-Employee Directors.* | S-3 | 333-86378 | 10.5 | April 18, 2002 |
| 10(k) | Amendment of Compaq Computer Corporation Non-Qualified Stock Option Plan for Non-Employee Directors, effective September 3, 2001.* | S-3 | 333-86378 | 10.11 | April 18, 2002 |
| 10(l) | Compaq Computer Corporation 1998 Former Nonemployee Replacement Option Plan.* | S-3 | 333-86378 | 10.9 | April 18, 2002 |
| 10(m) | Registrant's Excess Benefit Retirement Plan, amended and restated as of January 1, 2006.* | 8-K | 001-04423 | 10.2 | September 21, 2006 |
| 10(n) | Hewlett-Packard Company Cash Account Restoration Plan, amended and restated as of January 1, 2005.* | 8-K | 001-04423 | 99.3 | November 23, 2005 |
| 10(o) | Registrant's 2005 Pay-for-Results Plan.* | 8-K | 001-04423 | 99.5 | November 23, 2005 |
| 10(p) | Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | 8-K | 001-04423 | 10.1 | September 21, 2006 |
| 10(q) | First Amendment to the Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | 10-Q | 001-04423 | 10(q) | June 8, 2007 |
| 10(r) | Employment Agreement, dated March 29, 2005, between Registrant and Mark V. Hurd.* | 8-K | 001-04423 | 99.1 | March 30, 2005 |
| 10(s) | Employment Agreement, dated June 9, 2005, between Registrant and R. Todd Bradley.* | 10-Q | 001-04423 | 10(x) | September 8, 2005 |
| 10(t) | Employment Agreement, dated July 11, 2005, between Registrant and Randall D. Mott.* | 10-Q | 001-04423 | 10(y) | September 8, 2005 |
| 10(u) | Registrant's Amended and Restated Severance Plan for Executive Officers.* | 8-K | 001-04423 | 99.1 | July 27, 2005 |
| 10(v) | Form letter to participants in the Registrant's Pay-for-Results Plan for fiscal year 2006.* | 10-Q | 001-04423 | 10(w) | March 10, 2006 |
| 10(w) | Registrant's Executive Severance Agreement.* | 10-Q | 001-04423 | 10(u)(u) | June 13, 2002 |

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| Exhibit Number | Exhibit Description | Form | Incorporated by File No. | Reference Exhibit(s) | Filing Date |
|----------------|--|------|--------------------------|----------------------|------------------|
| 10(x) | Registrant's Executive Officers Severance Agreement.* | 10-Q | 001-04423 | 10(v)(v) | June 13, 2002 |
| 10(y) | Form letter regarding severance offset for restricted stock and restricted units.* | 8-K | 001-04423 | 10.2 | March 22, 2005 |
| 10(z) | Form of Indemnity Agreement between Compaq Computer Corporation and its executive officers.* | 10-Q | 001-04423 | 10(x)(x) | June 13, 2002 |
| 10(a)(a) | Form of Stock Option Agreement for Registrant's 2004 Stock Incentive Plan, Registrant's 2000 Stock Plan, as amended, Registrant's 1995 Incentive Stock Plan, as amended, the Compaq Computer Corporation 2001 Stock Option Plan, as amended, the Compaq Computer Corporation 1998 Stock Option Plan, as amended, the Compaq Computer Corporation 1995 Equity Incentive Plan, as amended and the Compaq Computer Corporation 1989 Equity Incentive Plan, as amended.* | 10-Q | 001-04423 | 10(a)(a) | June 8, 2007 |
| 10(b)(b) | Form of Restricted Stock Agreement for Registrant's 2004 Stock Incentive Plan, Registrant's 2000 Stock Plan, as amended, and Registrant's 1995 Incentive Stock Plan, as amended.* | 10-Q | 001-04423 | 10(b)(b) | June 8, 2007 |
| 10(c)(c) | Form of Restricted Stock Unit Agreement for Registrant's 2004 Stock Incentive Plan.* | 10-Q | 001-04423 | 10(c)(c) | June 8, 2007 |
| 10(d)(d) | Form of Stock Option Agreement for Registrant's 1990 Incentive Stock Plan, as amended.* | 10-K | 001-04423 | 10(e) | January 27, 2000 |
| 10(e)(e) | Form of Common Stock Payment Agreement and Option Agreement for Registrant's 1997 Director Stock Plan, as amended.* | 10-Q | 001-04423 | 10(j)(j) | March 11, 2005 |
| 10(f)(f) | Form of Restricted Stock Grant Notice for the Compaq Computer Corporation 1989 Equity Incentive Plan.* | 10-Q | 001-04423 | 10(w)(w) | June 13, 2002 |
| 10(g)(g) | Forms of Stock Option Notice for the Compaq Computer Corporation Non-Qualified Stock Option Plan for Non-Employee Directors, as amended.* | 10-K | 001-04423 | 10(r)(r) | January 14, 2005 |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit(s) | Filing Date |
|----------------|--|------|------------------------------------|------------|-------------------|
| 10(h)(h) | Form of Long-Term Performance Cash Award Agreement for Registrant's 2004 Stock Incentive Plan and Registrant's 2000 Stock Plan, as amended.* | 10-K | 001-04423 | 10(t)(t) | January 14, 2005 |
| 10(i)(i) | Amendment One to the Long-Term Performance Cash Award Agreement for the 2004 Program.* | 10-Q | 001-04423 | 10(q)(q) | September 8, 2005 |
| 10(j)(j) | Form of Long-Term Performance Cash Award Agreement for the 2005 Program.* | 10-Q | 001-04423 | 10(r)(r) | September 8, 2005 |
| 10(k)(k) | Form of Long-Term Performance Cash Award Agreement.* | 10-Q | 001-04423 | 10(o)(o) | March 10, 2006 |
| 10(l)(l) | Second Amendment to the Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | 10-K | 001-04423 | 10(l)(l) | December 18, 2007 |
| 10(m)(m) | Form of Stock Notification and Award Agreement for awards of performance-based restricted units.* | 8-K | 001-04423 | 10.1 | January 24, 2008 |
| 10(n)(n) | Form of Agreement Regarding Confidential Information and Proprietary Developments (California).* | 8-K | 001-04423 | 10.2 | January 24, 2008 |
| 10(o)(o) | Form of Agreement Regarding Confidential Information and Proprietary Developments (Texas).* | 10-Q | 001-04423 | 10(o)(o) | March 10, 2008 |
| 10(p)(p) | Form of Restricted Stock Agreement for Registrant's 2004 Stock Incentive Plan.* | 10-Q | 001-04423 | 10(p)(p) | March 10, 2008 |
| 10(q)(q) | Form of Restricted Stock Unit Agreement for Registrant's 2004 Stock Incentive Plan.* | 10-Q | 001-04423 | 10(q)(q) | March 10, 2008 |
| 10(r)(r) | Form of Stock Option Agreement for Registrant's 2004 Stock Incentive Plan.* | 10-Q | 001-04423 | 10(r)(r) | March 10, 2008 |
| 10(s)(s) | Form of Special Performance-Based Cash Incentive Notification Letter.* | 8-K | 001-04423 | 10.1 | May 20, 2008 |
| 10(t)(t) | Form of Option Agreement for Registrant's 2000 Stock Plan.* | 10-Q | 001-04423 | 10(t)(t) | June 6, 2008 |
| 10(u)(u) | Form of Common Stock Payment Agreement for Registrant's 2000 Stock Plan.* | 10-Q | 001-04423 | 10(u)(u) | June 6, 2008 |
| 10(v)(v) | Third Amendment to the Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | 10-K | 001-04423 | 10(v)(v) | December 18, 2008 |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit(s) | Filing Date |
|----------------|--|------|------------------------------------|-------------|-------------------|
| 10(w)(w) | Form of Stock Notification and Award Agreement for awards of restricted stock units.* | 10-K | 001-04423 | 10(w)(w) | December 18, 2008 |
| 10(x)(x) | Form of Stock Notification and Award Agreement for awards of performance-based restricted units.* | 10-K | 001-04423 | 10(x)(x) | December 18, 2008 |
| 10(y)(y) | Form of Stock Notification and Award Agreement for awards of non-qualified stock options.* | 10-K | 001-04423 | 10(y)(y) | December 18, 2008 |
| 10(z)(z) | Form of Stock Notification and Award Agreement for awards of restricted stock.* | 10-K | 001-04423 | 10(z)(z) | December 18, 2008 |
| 10(a)(a)(a) | Form of Restricted Stock Unit Agreement for Registrant's 2004 Stock Incentive Plan.* | 10-Q | 001-04423 | 10(a)(a)(a) | March 10, 2009 |
| 10(b)(b)(b) | First Amendment to the Hewlett-Packard Company Excess Benefit Retirement Plan.* | 10-Q | 001-04423 | 10(b)(b)(b) | March 10, 2009 |
| 10(c)(c)(c) | Fourth Amendment to the Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | 10-Q | 001-04423 | 10(c)(c)(c) | June 5, 2009 |
| 10(d)(d)(d) | Fifth Amendment to the Registrant's 2005 Executive Deferred Compensation Plan, as amended and restated effective October 1, 2006.* | | | | |
| 11 | None. | | | | |
| 12 | Statement of Computation of Ratio of Earnings to Fixed Charges. | | | | |
| 15 | None. | | | | |
| 18-19 | None. | | | | |
| 22-24 | None. | | | | |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. | | | | |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. | | | | |
| 32 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | |
| 101.INS | XBRL Instance Document.§ | | | | |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference | | Filing Date |
|-----------------------|--|-------------|----------------------------------|-------------------|--------------------|
| | | | File No. | Exhibit(s) | |
| 101.SCH | XBRL Taxonomy Extension Schema Document.§ | | | | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.§ | | | | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.§ | | | | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.§ | | | | |

*
Indicates management contract or compensatory plan, contract or arrangement.

Previously filed.

Previously furnished.

§
Furnished herewith. In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

The registrant agrees to furnish to the Commission supplementally upon request a copy of (1) any instrument with respect to long-term debt not filed herewith as to which the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the registrant and its subsidiaries on a consolidated basis and (2) any omitted schedules to any material plan of acquisition, disposition or reorganization set forth above.

QuickLinks

Explanatory Note

PART II. OTHER INFORMATION

Item 6. Exhibits.

SIGNATURE

HEWLETT-PACKARD COMPANY AND SUBSIDIARIES EXHIBIT INDEX