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HEWLETT PACKARD CO
Form SC 13D
November 14, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934*

HEWLETT-PACKARD COMPANY

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

428236103

(CUSIP Number)

STEPHEN C. NEAL
KEITH A. FLAUM
COOLEY GODWARD LLP
5 PALO ALTO SQUARE
3000 EL CAMINO REAL
PALO ALTO, CA 94306-2155
(650)843-5000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 5, 2001

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on the following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS
WALTER B. HEWLETT

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH | 7 | SOLE VOTING POWER 439,334 |
| | 8 | SHARED VOTING POWER 87,291,553 -- see Item 5 |
| | 9 | SOLE DISPOSITIVE POWER 439,334 |
| | 10 | SHARED DISPOSITIVE POWER 87,291,553 -- see Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
87,730,887 -- see Item 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.5% -- see Item 5

14 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
EDWIN E. VAN BRONKHORST

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2 (d) OR 2 (e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA

| | | |
|--|----|--|
| | 7 | SOLE VOTING POWER 176 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH | 8 | SHARED VOTING POWER 90,689,383 -- see Item 5 |
| | 9 | SOLE DISPOSITIVE POWER 176 |
| | 10 | SHARED DISPOSITIVE POWER 90,689,383 -- see Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
90,689,559 -- see Item 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.7% -- see Item 5

14 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
ELEANOR HEWLETT GIMON

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA

| | | |
|--|----|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,793,400 |
| | 8 | SHARED VOTING POWER 398,400 -- see Item 5 |
| | 9 | SOLE DISPOSITIVE POWER 1,793,400 |
| | 10 | SHARED DISPOSITIVE POWER 398,400 -- see Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,191,800 -- see Item 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1% -- see Item 5

14 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
MARY HEWLETT JAFFE

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

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OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA

7 SOLE VOTING POWER 640,435
8 SHARED VOTING POWER 4,186,310 -- see Item 5
9 SOLE DISPOSITIVE POWER 640,435
10 SHARED DISPOSITIVE POWER 1,610,910 -- see Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,826,745 -- see Item 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% -- see Item 5

14 TYPE OF REPORTING PERSON IN

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ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D relates to the common stock, \$0.01 par value per share (the "Common Stock"), of Hewlett-Packard Company, a Delaware corporation ("Hewlett-Packard"). The principal executive offices of Hewlett-Packard are located at 3000 Hanover Street, Palo Alto, California 94304.

ITEM 2. IDENTITY AND BACKGROUND

- (a) The names of the reporting persons are Walter B. Hewlett, Edwin E. van Bronkhorst, Eleanor Hewlett Gimon and Mary Hewlett Jaffe.
(b) The business address for all of the reporting persons is c/o Los Trancos Management, LLC, 1501 Page Mill Road, MS 3U-10, Palo Alto, California 94304.
(c) Mr. Hewlett is an independent software developer. He is a member of the Boards of Directors of Hewlett-Packard and Agilent Technologies, Inc. He is a member of the Board of Overseers of Harvard University. Mr. Hewlett is Chairman of Vermont Telephone Company of Springfield, Vermont and a director of the Center for Computer Assisted Research in Humanities. The principal business address for Vermont Telephone Company is 354 River Street, Springfield, Vermont 05156.

Mr. van Bronkhorst, who was formerly the Chief Financial Officer of

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Hewlett-Packard, is currently retired.

Ms. Gimon is a homemaker.

Ms. Jaffe is a community volunteer.

- (d) During the last five years, none of the reporting persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the reporting persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.
- (f) Each reporting person is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Walter B. Hewlett, Eleanor Hewlett Gimon and Mary Hewlett Jaffe are children of William R. Hewlett, one of the founders of Hewlett-Packard. Walter B. Hewlett, Eleanor Hewlett Gimon and Mary Hewlett Jaffe, together with the trusts and foundations referred to below, received their shares of Hewlett-Packard Common Stock through various gifts and purchases throughout their lives. Edwin E. van Bronkhorst acquired his 176 shares of Hewlett-Packard Common Stock a number of years ago by purchase or gift.

ITEM 4. PURPOSE OF TRANSACTION

This filing on Schedule 13D has been made because Walter B. Hewlett, Eleanor Hewlett Gimon, Mary Hewlett Jaffe and The William R. Hewlett Revocable Trust (the "Trust") have publicly stated their opposition to the proposed merger involving Hewlett-Packard and Compaq Computer Corporation (the "Proposed Merger"), and thus may be deemed to hold shares of Hewlett-Packard Common Stock with a purpose or effect of changing or influencing control of Hewlett-Packard. The reporting persons, however, do not concede that they hold shares of Common Stock with such a purpose or effect. Additionally, because a press release was issued on November 6, 2001 announcing that Walter B. Hewlett, Eleanor Hewlett Gimon, Mary Hewlett Jaffe and the Trust intended to vote their shares of Hewlett-Packard Common Stock against the Proposed Merger, it could be alleged that a "group" has been formed within the meaning of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934 (the "Exchange Act").

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While none of the reporting persons concedes that such a "group" has been formed, this filing is being made as if such a "group" exists to ensure compliance with the Exchange Act. The reporting persons plan to continue to oppose the Proposed Merger.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

According to Hewlett-Packard's Quarterly Report on Form 10-Q for the quarter ended July 31, 2001 filed on September 14, 2001, there were 1,940,026,955 shares of Common Stock issued and outstanding. Except as provided in the preceding sentence, the information contained in this Item 5 is as of November 5, 2001.

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Walter B. Hewlett

(a) Number of shares beneficially owned: 87,730,887 (4.5% of the Common Stock).

(b) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 439,334
- (ii) Shared power to vote or to direct the vote: 87,291,553
- (iii) Sole power to dispose or to direct the disposition of: 439,334
- (iv) Shared power to dispose or to direct the disposition of: 87,291,553

Of the shares beneficially owned by Walter B. Hewlett as of November 5, 2001:

- he had sole voting and dispositive authority over (i) 401,896 shares which he personally owned, (ii) 20,198 shares purchasable pursuant to options exercisable within 60 days, and (iii) 17,240 shares that he held as custodian for his children
- he shared voting and dispositive authority, as a trustee, with co-trustee Edwin E. van Bronkhorst over 84,802,148 shares held by the Trust (see Item 2 for information relating to Mr. van Bronkhorst's identity and background)
- as a director of the Public Policy Institute of California ("PPIC"), he had shared voting and dispositive authority with the other directors of the PPIC over the 768,520 shares held by the PPIC (see Schedule I for information relating to the other directors of the PPIC with whom Walter B. Hewlett shares voting and dispositive authority)
- as an executor of the Estate of William R. Hewlett, he shared voting and dispositive authority with co-executor Edwin E. van Bronkhorst over 1,720,885 shares held by the Estate of William R. Hewlett (see Item 2 for information relating to Mr. van Bronkhorst's identity and background)

Other than the 401,896 shares personally owned by him and the 20,198 shares purchasable pursuant to options exercisable within 60 days, Walter B. Hewlett disclaims beneficial ownership of all shares he beneficially owns as he has no economic interest in any such shares.

In addition to the foregoing, The William and Flora Hewlett Foundation (the "Foundation") beneficially owns 29,972,840 shares of Common Stock. Mr. Hewlett is a director of the Foundation; however, he does not have voting or dispositive authority over the shares held by the Foundation, as voting and dispositive power is exercised by an independent stock committee. Mr. Hewlett is not a member of the independent stock committee.

In addition to the foregoing, Walter B. Hewlett is a director of the Packard Humanities Institute (the "Packard Institute"), which owns 25,760,000 shares of Hewlett-Packard Common Stock. Mr. Hewlett has irrevocably agreed to abstain from voting as a director of the Packard Institute with respect to the voting or disposition of such shares until the later of (i) 90 days from November 13, 2001, or (ii) the date on which the Proposed Merger terminates or closes.

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Walter B. Hewlett has not engaged in any transactions in the Common Stock during the past 60 days.

- (c) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by Walter B. Hewlett.
- (d) Not applicable.

Edwin E. van Bronkhorst

- (a) Number of shares beneficially owned: 90,689,559 (4.7% of the Common Stock).
- (b) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: 176
 - (ii) Shared power to vote or to direct the vote: 90,689,383
 - (iii) Sole power to dispose or to direct the disposition of: 176
 - (iv) Shared power to dispose or to direct the disposition of: 90,689,383

Of the shares beneficially owned by Edwin E. van Bronkhorst as of November 5, 2001:

- he held sole voting and dispositive authority over 176 shares personally owned by him.
- he shared voting and dispositive authority, as a trustee, with co-trustee Walter B. Hewlett over 84,802,148 shares held by the Trust (see Item 2 for information relating to Walter B. Hewlett).
- he shared voting and dispositive authority, as a trustee, over 2,166,000 shares held by The Flora L. Hewlett Trust (see Schedule II for information relating to the other trustees of The Flora L. Hewlett Trust with whom Mr. van Bronkhorst shares voting and dispositive authority)
- he shared voting and dispositive authority, as a trustee, over 1,601,950 shares held in trust for Mary Hewlett Jaffe (see Schedule III for information relating to the other trustees of the Mary Hewlett Jaffe Revocable Trust) with whom Mr. van Bronkhorst shares voting and dispositive authority
- he shared voting and dispositive authority, as a trustee, with co-trustee Eleanor Hewlett Gimon over 398,400 shares held in trust for Eleanor Hewlett Gimon (see Item 2 for the information relating to Eleanor Hewlett Gimon)
- as an executor of the Estate of William R. Hewlett, he shared voting and dispositive authority with co-executor Walter B. Hewlett over 1,720,885 shares held by the Estate of William R. Hewlett (see Item 2 for information relating to Walter B. Hewlett's identity and background)

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Other than the 176 shares personally owned by him, Edwin E. van Bronkhorst disclaims beneficial ownership of all shares he beneficially owns as he has no economic interest in any such shares.

In addition to the foregoing, Edwin E. van Bronkhorst is a director of the Packard Institute, which owns 25,760,000 shares of Hewlett-Packard Common Stock. Mr. van Bronkhorst has irrevocably agreed to abstain from voting as a director of the Packard Institute with respect to the voting or disposition of such shares until the later of (i) 90 days from November 13, 2001, or (ii) the date on which the Proposed Merger terminates or closes.

- (c) Edwin E. van Bronkhorst has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by Edwin E. van Bronkhorst.

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- (e) Not applicable.

Eleanor Hewlett Gimon

- (a) Number of shares beneficially owned: 2,191,800 (0.1% of the Common Stock)
- (b) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,793,400
 - (ii) Shared power to vote or to direct the vote: 398,400
 - (iii) Sole power to dispose or to direct the disposition of: 1,793,400
 - (iv) Shared power to dispose or to direct the disposition of: 398,400

Of the shares beneficially owned by Eleanor Hewlett Gimon as of November 5, 2001:

- she had sole voting and dispositive authority over 1,793,400 which she personally owned
- she shared voting and dispositive authority, as a trustee, with co-trustee Edwin E. van Bronkhorst over 398,400 held by the Eleanor Hewlett Gimon Revocable Trust (see Item 2 for information relating to Edwin E. van Bronkhorst)

In addition to the foregoing, the Foundation beneficially owns 29,972,840 shares of Common Stock. Ms. Gimon is a director of the Foundation; however, she does not have voting or dispositive authority over the shares held by the Foundation, as voting and dispositive power is exercised by an independent stock committee. Ms. Gimon is not a member of the independent stock committee.

- (c) Eleanor Hewlett Gimon has not engaged in any transactions in the Common

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Stock during the past 60 days.

- (d) Other than as described above in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by Eleanor Hewlett Gimon
- (e) Not applicable.

Mary Hewlett Jaffe

- (a) Number of shares beneficially owned: 4,826,745 (0.2% of the Common Stock)
- (b) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: 640,435
 - (ii) Shared power to vote or to direct the vote: 4,186,310
 - (iii) Sole power to dispose or to direct the disposition of: 640,435
 - (iv) Shared power to dispose or to direct the disposition of: 1,610,910

Of the shares beneficially owned by Mary Hewlett Jaffe as of November 5, 2001:

- she had sole voting and dispositive authority over (i) 629,520 shares that she personally owned and (ii) 10,915 shares she held as custodian for her son under the Uniform Transfer to Minors Act

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- she shared voting and dispositive authority with her husband, Richard L. Jaffe, over 8,960 shares she owned as tenants in common with her husband (See Schedule IV for information relating to Richard L. Jaffe)
- as a director of the Flora Family Foundation (the "FFF"), she shared voting authority with the other FFF directors over 2,575,400 shares held by the FFF; dispositive authority over these shares has been delegated to a committee of which Ms. Jaffe is not a member (see Schedule V for information relating to the other directors of the FFF with whom Ms. Jaffe shares voting authority)
- she shared voting and dispositive authority, as a trustee, with co-trustees Susan S Briggs and Edwin E. van Bronkhorst over 1,601,950 held by the Mary Hewlett Jaffe Revocable Trust (see Item 2 for information relating to Edwin E. van Bronkhorst and Schedule III for information relating to Susan S. Briggs)

As of November 5, 2001, Mary Hewlett Jaffe disclaimed beneficial ownership of the following shares due to her lack of economic interest in such shares:

- the 10,915 shares she held as custodian for her son
- the 2,575,400 shares held by the FFF

In addition to the foregoing, the Foundation beneficially owns 29,972,840 shares of Common Stock. Ms. Jaffe is a director of the Foundation; however, she does not have voting or dispositive authority over the shares held by the Foundation, as voting and dispositive power is exercised by an

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independent stock committee. Ms. Jaffe is not a member of the independent stock committee.

- (c) Mary Hewlett Jaffe has not engaged in any transactions in the Common Stock during the past 60 days.
- (d) Other than as described below in this Item 5, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by Mary Hewlett Jaffe.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than as described above, to each reporting person's knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of Hewlett-Packard, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Joint Filing Statement attached as Exhibit A.

Agreement of Walter B. Hewlett with respect to shares held by the Packard Institute attached as Exhibit B.

Agreement of Edwin E. van Bronkhorst with respect to shares held by the Packard Institute attached as Exhibit C.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: November 14, 2001

WALTER B. HEWLETT

/s/ Walter B. Hewlett

EDWIN E. VAN BRONKHORST

/s/ Edwin E. van Bronkhorst

ELEANOR HEWLETT GIMON

/s/ Eleanor Hewlett Gimon

MARY HEWLETT JAFFE

/s/ Mary Hewlett Jaffe

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EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13D is filed on behalf of each of us.

DATE: November 14, 2001

WALTER B. HEWLETT

/s/ Walter B. Hewlett

EDWIN E. VAN BRONKHORST

/s/ Edwin E. van Bronkhorst

ELEANOR HEWLETT GIMON

/s/ Eleanor Hewlett Gimon

MARY HEWLETT JAFFE

/s/ Mary Hewlett Jaffe

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EXHIBIT B

November 13, 2001

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Packard Humanities Institute
300 Second Street, Suite 201
Los Altos, CA 94022

Ladies and Gentlemen:

In connection with the proposed merger involving Hewlett-Packard Company ("Hewlett-Packard") and Compaq Computer Corporation (the "Proposed Merger"), I hereby irrevocably agree to abstain from voting as a director of the Packard Humanities Institute with respect to the voting or disposition of the shares of Hewlett Packard common stock owned by the Packard Humanities Institute until the later of (i) 90 days from November 13, 2001, or (ii) the date on which the Proposed Merger terminates or closes.

Very truly yours,

/s/ Walter B. Hewlett

Walter B. Hewlett
Director
Packard Humanities Institute

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EXHIBIT C

November 13, 2001

Packard Humanities Institute
300 Second Street, Suite 201
Los Altos, CA 94022

Ladies and Gentlemen:

In connection with the proposed merger involving Hewlett-Packard Company ("Hewlett-Packard") and Compaq Computer Corporation (the "Proposed Merger"), I hereby irrevocably agree to abstain from voting as a director of the Packard Humanities Institute with respect to the voting or disposition of the shares of Hewlett Packard common stock owned by the Packard Humanities Institute until the later of (i) 90 days from November 13, 2001, or (ii) the date on which the Proposed Merger terminates or closes.

Very truly yours,

/s/ Edwin E. van Bronkhorst

Edwin E. van Bronkhorst
Director
Packard Humanities Institute

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SCHEDULE I

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DIRECTORS OF PUBLIC POLICY INSTITUTE OF CALIFORNIA

| DIRECTOR | PRINCIPAL OCCUPATION OR EMPLOYMENT | NAME AND ADDRESS OF EMPLOYER |
|---------------------|--|---|
| ----- | ----- | ----- |
| Walter B. Hewlett | See Item 2 | See Item 2 |
| Raymond L. Watson | Vice Chairman of the Board Real Estate Firm | The Irvine Company 550 Newport Center Drive P.O. Box 6370 Newport Beach, CA 92658-6370 |
| William K. Coblentz | Partner, Law Firm | Coblentz, Patch, Duffy & Bass, LLP 222 Kearny Street, 7th Floor San Francisco, CA 94108-4510 |
| David A. Coulter | Vice Chairman, Banking Firm | J.P. Morgan Chase & Co. 270 Park Avenue New York, NY 10017-2070 |
| Edward K. Hamilton | Chairman, Real Estate Consulting Firm | Hamilton, Rabinovitz & Alschuler, Inc. 1790 Broadway, Suite 800 New York, NY 10019 |
| David W. Lyon | President and Chief Executive Officer Public Policy Institute of California | Public Policy Institute of California 500 Washington Street Suite 800 San Francisco, CA 94111 |
| Cheryl White Mason | Partner, Law Firm | O'Melveny & Myers 400 South Hope Street Los Angeles, CA 90071-2899 |
| Arjay Miller | Dean Emeritus Graduate School of Business Stanford University | Stanford Business School 518 Memorial Way Stanford University Stanford, CA 94305-5015 |
| Ki Suh Park | Design and Managing Partner Architecture Firm | Gruen Associates 6330 San Vicente Boulevard, Los Angeles, CA 90048 |
| A. Alan Post | Former State Legislative Analyst State of California | Not applicable |
| Cynthia A. Telles | Department of Psychiatry UCLA School of Medicine | Suite 2236 300 Medical Plaza UCLA School of Medicine Los Angeles, CA 90024 |

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| | | |
|-----------------|----------------------------------|--|
| Carol Whiteside | President Great Valley Center | 911 13th Street Modesto, California 95354 |
|-----------------|----------------------------------|--|

| | | |
|--------------------|---|---|
| Harold M. Williams | Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP | 300 South Grand Avenue Los Angeles, CA 90071 |
|--------------------|---|---|

To the knowledge of the reporting persons, during the last five years, none of the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

To the knowledge of the reporting persons, during the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.

To the knowledge of the reporting persons, the persons referred to in the table above are all citizens of the United States of America.

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SCHEDULE II

TRUSTEES OF THE FLORA L. HEWLETT TRUST

| TRUSTEE ----- | PRINCIPAL OCCUPATION OR EMPLOYMENT ----- | NAME AND ADDRESS OF EMPLOYER ----- |
|-------------------------|--|--|
| Edwin E. van Bronkhorst | See Item 2 | See Item 2 |
| Susan S. Briggs | Partner, Law Firm | McCutchen, Doyle, Brown & Enersen, LLP Three Embarcadero Center San Francisco, CA 94111 |
| Murray Dey | Executive Vice President | Mid-Peninsula Bank 420 Cowper Street Palo Alto, CA 94301 |

To the knowledge of the reporting persons, during the last five years, none of

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the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

To the knowledge of the reporting persons, during the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.

The persons referred to in the table above are all citizens of the United States of America.

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SCHEDULE III

TRUSTEES OF THE MARY HEWLETT JAFFE REVOCABLE TRUST

| TRUSTEE ----- | PRINCIPAL OCCUPATION OR EMPLOYMENT ----- | NAME AND ADDRESS OF EMPLOYER ----- |
|-------------------------|--|--|
| Susan S. Briggs | Partner, Law Firm | McCutchen, Doyle, Brown & Enersen, LLP Three Embarcadero Center San Francisco, CA 94111 |
| Mary Hewlett Jaffe | See Item 2 | See Item 2 |
| Edwin E. van Bronkhorst | See Item 2 | See Item 2 |

During the last five years, none of the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.

The persons referred to in the table above are all citizens of the United States of America.

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SCHEDULE IV

IDENTITY AND BACKGROUND INFORMATION FOR RICHARD L. JAFFE

Mr. Jaffe is a self-employed architect. His address is c/o Los Trancos Management, LLC, 1501 Page Mill Road, MS 3U-10, Palo Alto, California 94304.

During the last five years, Mr. Jaffe has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Jaffe has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.

Mr. Jaffe is a citizen of the United States of America.

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SCHEDULE V

DIRECTORS OF FLORA FAMILY FOUNDATION

| DIRECTOR ----- | PRINCIPAL OCCUPATION OR EMPLOYMENT ----- | NAME AND ADDRESS OF EMPLOYER ----- |
|-----------------------------|--|--|
| Susan S. Briggs | Partner, Law Firm | McCutchen, Doyle, Brown & Enersen, LLP Three Embarcadero Center San Francisco, CA 94111 |
| Benjamin Victor Hewlett | Student | Not applicable |
| David James Hewlett | Student | Not applicable |
| Sally M. Hewlett | Community Volunteer | Not applicable |
| Mary Hewlett Jaffe | See Item 2 | See Item 2 |
| Sarah Ann Jaffe | Student | Not applicable |
| Dr. Herant A. Katchadourian | Professor | Stanford University Palo Alto, CA 94305 |
| | President, The Flora Foundation | 415 Cambridge Avenue, Suite 3 Palo Alto, CA 94306 |

The address for Benjamin Victor Hewlett, David James Hewlett, Sally M. Hewlett, Mary Hewlett Jaffe and Sarah Ann Jaffe is c/o Los Trancos Management, LLC, 1501 Page Mill Road, MS 3U-10, Palo Alto, California 94304.

To the knowledge of the reporting persons, during the last five years, none of

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the persons named in this Schedule has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

To the knowledge of the reporting persons, during the last five years, none of the persons named in this Schedule has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws was issued or a finding of any violation with respect to such laws was made.

To the knowledge of the reporting persons, the persons referred to in the table above are all citizens of the United States of America.