

HEWLETT PACKARD CO

Form DFAN14A

December 18, 2001

**SCHEDULE 14A**  
**(RULE 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
 Definitive  
Proxy  
Statement   
Confidential, for  
Use of the  
Commission Only  
(as permitted by  
Rule 14a-6(e)(2))   
Definitive  
Additional  
Materials   
Soliciting  
Material Pursuant  
to Rule 14a-12

**HEWLETT-PACKARD COMPANY**

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(Name of Registrant as Specified In Its Charter)

**WALTER B. HEWLETT**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.  
 Fee  
computed on  
table below per  
Exchange Act  
Rules 14a-6(i)(4)  
and 0-11.  
(1) Title of each  
class of securities  
to which  
transaction  
applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount

Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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(COOLEY GODWARD LLP LETTERHEAD)

December 12, 2001

**VIA FACSIMILE 650-493-6811**

Larry W. Sonsini  
Wilson Sonsini Goodrich & Rosati  
650 Page Mill Road  
Palo Alto, CA 94304-1050

**Re: Proposed Merger Involving Hewlett-Packard and Compaq**

Dear Larry:

As you are no doubt aware, Richard Hackborn was quoted in today's New York Times, asserting that if the Hewlett-Packard stockholders do not approve the proposed merger, then management and the board of directors will resign. Mr. Hackborn's statement follows similar statements previously attributed in the press to confidential sources close to the board. Although you previously discounted these reports in conversations with me, the threats no longer can be ignored. This type of threat by a member of the board or management of any company, and particularly a company like Hewlett-Packard, is shocking. The threats raise serious questions about the directors' compliance with their fiduciary duties and clearly are not in the best interests of shareholders.

If the threats are true, then Hewlett-Packard must immediately provide detailed information to the shareholders and the market about which members of management and which directors will resign. This information is clearly material and the failure to provide such information could result in significant liability to Hewlett-Packard and its officers and directors. If the threats are not true, then Hewlett-Packard must immediately correct the record.

I would appreciate your prompt attention to this very important matter.

Very truly yours,

/s/ Stephen Neal

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Stephen C. Neal  
**IMPORTANT INFORMATION**

Walter B. Hewlett plans to file a proxy statement with the Securities and Exchange Commission relating to a solicitation of proxies from the stockholders of Hewlett-Packard Company in connection with a meeting of stockholders of Hewlett-Packard to be held for the purpose of voting on various matters relating to the possible merger transaction involving Hewlett-Packard

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(COOLEY GODWARD LLP LETTERHEAD)

and Compaq Computer Corporation. SECURITY HOLDERS ARE ADVISED TO READ THAT PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. The proxy statement, along with any other relevant documents, will be available for free at [www.sec.gov](http://www.sec.gov). You may also obtain a free copy of the proxy statement, when it becomes available, by contacting MacKenzie Partners at 212-929-5500, or by sending an email to [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com). Information regarding the names, affiliation and interests of persons who may be deemed to be participants in the solicitation of proxies of Hewlett-Packard's stockholders is available in the Soliciting Materials on Schedule 14A filed by Walter B. Hewlett with the SEC. Quantified information relating to the security holdings of persons who may be deemed to be participants in the solicitation of Hewlett-Packard's stockholders may be found in the Schedule 13D filed by Walter B. Hewlett, Edwin E. van Bronkhorst, Eleanor Hewlett Gimon and Mary Hewlett Jaffe on November 14, 2001.