

HEWLETT PACKARD CO  
Form 11-K  
June 30, 2003

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

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**FORM 11-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934 [FEE REQUIRED]

for the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-4423

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

**COMPAQ COMPUTER CORPORATION 401(k)INVESTMENT PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**HEWLETT-PACKARD COMPANY  
3000 HANOVER STREET  
PALO ALTO, CALIFORNIA 94304**

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE**

**Compaq Computer Corporation 401(k) Investment Plan  
Year ended December 31, 2002**

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**Compaq Computer Corporation 401(k) Investment Plan**

**Financial Statements and Supplemental Schedule**

**Year ended December 31, 2002**

**Contents**

|   | <b>Page</b> |
|---|-------------|
| Report of Independent Auditors Ernst & Young, LLP   | 1           |
| <b>Audited Financial Statements</b>   |             |
| Statements of Net Assets Available for Benefits   | 2           |
| Statement of Changes in Net Assets Available for Benefits   | 3           |
| Notes to Financial Statements   | 4           |
| <b>Supplemental Schedule</b>  |             |
| Schedule H, Line 4i--Schedule of Assets (Held At End of Year)   | 11          |
| <b>Exhibits</b>   |             |
| Exhibit 23 Consent of Ernst & Young LLP, Independent Auditors   | 17          |
| Exhibit 99.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to<br>18 U.S.C. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 18          |

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**Report of Independent Auditors**

Participants and Administrative Committee  
of the Compaq Computer Corporation  
401(k) Investment Plan

We have audited the accompanying statements of net assets available for benefits of Compaq Computer Corporation 401(k) Investment Plan as of December 31, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2002, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Houston, Texas  
June 16, 2003

1

**Compaq Computer Corporation 401(k) Investment Plan**

**Statements of Net Assets Available for Benefits**

|                                   | December 31,     |                  |
|-----------------------------------|------------------|------------------|
|                                   | 2002             | 2001             |
| <b>Assets</b>                     |                  |                  |
| Investments                       | \$ 2,740,017,173 | \$ 3,030,777,096 |
| Contribution receivable:          |                  |                  |
| Employer                          | 9,332            | 112,722          |
| Participant                       | 9,954            | --               |
| Pending sale                      | 1,037,668        | --               |
| Total receivables                 | 1,056,954        | 112,722          |
| Total assets                      | 2,741,074,127    | 3,030,889,818    |
| <b>Liabilities</b>                |                  |                  |
| Pending purchase                  | 742,158          | --               |
| Net assets available for benefits | \$ 2,740,331,969 | \$ 3,030,889,818 |

See accompanying notes.

2

**Compaq Computer Corporation 401(k) Investment Plan**

**Statement of Changes in Net Assets Available for Benefits**

Year ended December 31, 2002

|                           |                |
|---------------------------|----------------|
| <b>Additions:</b>         |                |
| Participant contributions | \$ 187,917,076 |

Statement of Changes in Net Assets Available for Benefits

3

|   |                  |
|---|------------------|
| Employer contributions                        | 115,268,572      |
| Rollovers                                     | 5,783,759        |
| Dividends and interest                        | 69,554,821       |
|   | <hr/>            |
| Total additions                               | 378,524,228      |
| Deductions:                                   |                  |
| Net depreciation in fair value of investments | 426,723,849      |
| Benefit payments                              | 242,358,228      |
|   | <hr/>            |
| Total deductions                              | 669,082,077      |
| Net decrease                                  | (290,557,849)    |
| Net assets available for benefits:            |                  |
| Beginning of year                             | 3,030,889,818    |
|   | <hr/>            |
| End of year                                   | \$ 2,740,331,969 |
|   | <hr/>            |

See accompanying notes.

3

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## Compaq Computer Corporation 401(k) Investment Plan

### Notes to Financial Statements

December 31, 2002

#### 1. Description of Plan

##### General

The following description of the Compaq Computer Corporation 401(k) Investment Plan (the Plan) is provided for general information only.

The Plan, established April 1, 1985, is a defined contribution plan covering all eligible employees of the premerged Company and certain of its subsidiaries. Effective May 3, 2002, Compaq Computer Corporation (the Company) became a wholly owned subsidiary of Hewlett-Packard Company (HP).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, a copy of which is available from HP.

##### Contributions

Participants may contribute from 1% to 19% of pretax annual compensation, as defined in the plan document. Participants may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

HP contributes an amount equal to the participant's contribution which does not exceed 6% of \$200,000 of base compensation for all participants except certain former employees of Digital Equipment Corporation (Digital). For those former Digital employees who had elected to earn employer pay credits in another company-sponsored benefit plan, so long as they remain eligible, HP contributes an amount equal to the lesser of (i) 33 1/3% of such participant's contributions or (ii) 2% of the participant's compensation, not to exceed \$200,000 of base compensation, to the 401(k) plan and contributes the remaining 4% as an employer credit in the other company-sponsored benefit plan.

Participants direct the investment allocation of all contributions.

4

**Compaq Computer Corporation 401(k) Investment Plan**

**Notes to Financial Statements (continued)**

**1. Description of Plan (continued)**

Effective May 3, 2002, any former employee (including a beneficiary or alternate payer of a former employee) with an account balance in the Plan at May 3, 2002, was prohibited from further investments in the Compaq Stock Fund (which became the Hewlett-Packard Stock Fund effective May 3, 2002), and any amended payments or loan repayment that would have been invested in the Hewlett-Packard Stock Fund was invested in the Stable Value Fund.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the employer contribution, and (b) Plan earnings or losses, and is charged with an allocation of administrative expenses, if any. Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions or pay eligible plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account, net of any outstanding loans against those vested amounts.

**Vesting**

Participants are immediately vested in their deferral and rollover contributions plus actual earnings thereon. Vesting in the employer contribution portion of their accounts plus actual earnings thereon is based on years of service. Effective January 1, 1999, participants vest 20% per year in the employer contributions with 100% vesting after five years of credited service. The plan document provides the vesting provisions for a participant's interest in their employer contribution account prior to January 1, 1999.

Effective May 3, 2002, any active employee of the Company and former employee who had an account balance under the Plan at May 3, 2002, was made fully vested in any invested and unforfeited balance they may have had under the Plan as of this date.

**Participant Loans**

Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate of 1% above the prime rate for the term of the loan. Principal and interest is paid ratably through payroll deductions. A participant can have no more than three loans outstanding at any given time.

5

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**Compaq Computer Corporation 401(k) Investment Plan**

**Notes to Financial Statements (continued)**

**1. Description of Plan (continued)**

**Payment of Benefits**

On termination of service, retirement or death, a participant or beneficiary may elect to receive plan benefits in either a lump-sum distribution or in periodic installments. In addition, a participant who has attained age 59½ may make withdrawals of their account while employed by HP. The Plan also allows for hardship withdrawals.

**Administrative Expenses**

HP pays certain administrative expenses of the Plan.

**Plan Termination**

Although it has not expressed any intent to do so, HP has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

## 2. Summary of Accounting Policies

### Basis of Accounting

The financial statements have been prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Benefits are recorded when paid.

### Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, which represents the quoted market price on the last business day of the plan year. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. HP stock is valued at its quoted market price. Investments in common collective trust funds are based on the quoted market value as determined by the issuer based on the fair value of the underlying investments. Money market funds are stated at cost which approximates fair value. The participant loans are valued at their outstanding balances, which approximates fair value.

6

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## Compaq Computer Corporation 401(k) Investment Plan

### Notes to Financial Statements (continued)

## 2. Summary of Accounting Policies (continued)

The Stable Value Fund is stated at fair value, which approximates contract value. It is expected that each unit of the Stable Value Fund will maintain a constant net asset value of \$1. However, there is no assurance that this will be the case. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. Insurance contracts and bank contracts are nontransferable, but provide for fully benefit-responsive withdrawals by plan participants at contract value. The Stable Value Fund invests in both guaranteed investment contracts and alternative investment contracts. These contracts are between the Plan and the various issuers of the contracts. The guaranteed investment contracts are promises by an insurance company or bank to repay principal plus accrued income at contract maturity, subject to the credit worthiness of the issuer. Alternative investment contracts consist of investments, together with contracts under which a bank or other institution, which provide for fully benefit-responsive withdrawals by plan participants at contract value. In determining fair value, the Board of Directors of the Vanguard Fiduciary Trust Company considers such factors as the fully benefit responsiveness of the investment contracts, the ability of the parties to perform in accordance with the terms of the contracts, and the likelihood that plan-directed withdrawals would cause payments to plan participants to be at amounts other than contract value. There are no limitations on liquidity guarantees and no valuation reserves are being recorded to adjust contract amounts.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### Risks and Uncertainties

The Plan provides for investments in various investment securities, which in general, investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

7

## Compaq Computer Corporation 401(k) Investment Plan

## Notes to Financial Statements (continued)

**3. Investments**

The Plan's investments are held by Vanguard Fiduciary Trust Company, the Trustee of the Plan. Individual investments that represent 5% or more of net assets available for benefits at year-end are as follows:

|  | December 31,   |             |
|--|----------------|-------------|
|  | 2002           | 2001        |
| Hewlett-Packard Company common stock     | \$ 321,067,484 | \$ --       |
| Compaq Computer Corporation common stock | --             | 297,575,020 |
| Stable Value Fund                        | 115,642,265    | 616,237,472 |
| Vanguard 500 Index Fund                  | 446,361,597    | 600,928,759 |
| Vanguard Primecap Fund                   | 416,776,269    | 583,842,804 |
| Vanguard Growth and Income Fund          | 237,308,419    | 324,084,769 |

During 2002, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

|                          |                  |
|--------------------------|------------------|
| Mutual funds             | \$ (448,693,307) |
| Common collective trusts | (16,839,637)     |
| Common stock             | 38,809,095       |
|                          | \$ (426,723,849) |

8

## Compaq Computer Corporation 401(k) Investment Plan

## Notes to Financial Statements (continued)

**3. Investments (continued)**

The average yield of the Stable Value Fund for 2002 and 2001 was 5.51% and 6.24%, respectively. The crediting interest rates at December 31, 2002 and 2001 range from 3.48% to 7.84% and 4.50% to 7.84%, respectively. Investment contracts typically mature between two and five years after the date of initial deposit. The interest rate paid by the issuer or contract rate may be fixed over the life of the contract or adjusted periodically. Contract rates should not fall below -0-%.

**4. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated December 11, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

**5. Subsequent Event**

Effective January 1, 2003, the limit on participant pretax contributions was increased from 19% to 50%, and the Company matching contributions were changed from 100% of the participant's contributions up to 6% of compensation to 100% of the participant's contributions up to 3% of compensation plus 50% for the next 2% of compensation contributed.

9

## Supplemental Schedule

10

### Compaq Computer Corporation 401(k) Investment Plan

#### Schedule H, Line 4(i) - Schedule of Assets (Held At End of Year)

EIN: 76-0011617 PN: 001

December 31, 2002

| Identity of Issue, Borrower,<br>Lessor, or Similar Party | Description of Investment  | Current Value    |
|--|--|------------------|
| * Hewlett-Packard Company                                | Common stock   | \$ 321,067,484   |
| Franklin   | Small - Mid Cap Growth Fund, Class A   | 93,554,617       |
| Capital Guardian   | International Equity Fund  | 89,386,725       |
| T. Rowe Price  | Small-Cap Stock Fund   | 37,612,689       |
| * The Vanguard Group                                     | LifeStrategy Conservative Growth Fund  | 37,493,323       |
| * The Vanguard Group                                     | LifeStrategy Growth Fund   | 86,727,177       |
| * The Vanguard Group                                     | LifeStrategy Moderate Growth Fund  | 90,910,477       |
| * The Vanguard Group                                     | Total Bond Market Index Fund   | 79,396,440       |
| * The Vanguard Group                                     | 500 Index Fund   | 446,361,597      |
| * The Vanguard Group                                     | PrimeCap Fund  | 416,776,269      |
| * The Vanguard Group                                     | Growth and Income Fund   | 237,308,419      |
| * The Vanguard Group                                     | Stable Value Fund**  | 715,642,265      |
| * The Vanguard Group                                     | Extend Market Index Fund   | 28,799,070       |
| * Participant loans                                      | Loans with varying maturing dates and interest rates ranging from 5.25% to 12.50 | 58,980,621       |
|  |  | \$ 2,740,017,173 |

\* Party-in-interest

\*\* See attached for detail of underlying investments

11



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Compaq Computer Corporation 401(k) Investment Plan

Schedule H, Line 4(i) - Schedule of Assets (Held At End of Year) (continued)

EIN: 76-0011617 PN: 001

December 31, 2002

| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value  |
|--|------------------|------------------|-------------------|
| <b>Stable Value Fund:</b>                                |                  |                  |                   |
| AIG Financial Products 245258                            | 5.17             | N/A              |                   |
| Wrapper contract   |                  |                  | \$ (3,555,324)    |
| *Vanguard Total Bond Market Institutional Index          |                  |                  | 64,262,819        |
|  |                  |                  | <b>60,707,495</b> |
| AIG Life Assurance 1104                                  | 7.60             | 8/15/2003        | 6,888,148         |
| Allstate Life Insurance 6210                             | 7.15             | 7/1/2003         | 32,006,055        |
| Bayerische Landesbank BLB00005B                          | 7.84             | 5/15/2005        | 10,494,028        |
| Bayerische Landesbank 00-005                             | 7.53             | 2/15/2005        | 12,216,925        |
| CDC Financial Products FA 423-01:                        | 3.46             | 11/21/2004       |                   |
| Wrapper contract   |                  |                  | (2,201,357)       |
| RASC 1999-KS4 AI6 - Amstel Commercial Paper              |                  |                  | 27,294,723        |
|  |                  |                  | <b>25,093,366</b> |
| CDC Financial Products 423-02:                           | 6.72             | 12/25/2004       |                   |
| Wrapper contract   |                  |                  | (242,685)         |
| AMLT 1997-3 A7 - Motorola Commercial Paper               |                  |                  | 14,492,669        |
|  |                  |                  | <b>14,492,669</b> |
| CDC Financial Products 423-03:                           | 6.78             | 10/15/2003       |                   |
| Wrapper contract   |                  |                  | 1,064,364         |
| GTHEL 1999-D A6 - TASMAN Commercial Paper                |                  |                  | 9,074,988         |
|  |                  |                  | <b>10,139,352</b> |

12

Compaq Computer Corporation 401(k) Investment Plan

Schedule H, Line 4(i) - Schedule of Assets (Held At End of Year) (continued)

EIN: 76-0011617 PN: 001

December 31, 2002

| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value |
|--|------------------|------------------|------------------|
| CDC Financial Products 423-04:                           | 7.09             | 10/15/2005       |                  |
| Wrapper contract   |                  |                  | \$ 6,370,043     |
| CF AB 1999-2 IA5   |                  |                  | 12,152,389       |
| GTHEL 1999-D A6  |                  |                  | 1,768,677        |

EIN: 76-0011617 PN: 001

9

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| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value  |
|--|------------------|------------------|-------------------|
|  |                  |                  | <b>20,291,109</b> |
| CDC Financial Products:                                  | 4.38             | N/A              |                   |
| Wrapper contract   |                  |                  | (492,010)         |
| *VFTC Mortgage Backed Securities Trust                   |                  |                  | 22,912,844        |
| *VFTC Intermediate-Term Bond Trust                       |                  |                  | 16,234,502        |
|  |                  |                  | <b>38,655,336</b> |
| GE Life and Annuity 3435                                 | 7.66             | 5/15/2005        | 24,050,385        |
| John Hancock Life Insurance 15119                        | 6.47;            | 7/15/2005        | 10,296,300        |
| John Hancock Life Insurance 9779                         | 6.18             | 7/1/2003         | 8,803,054         |
| Massachusetts Mutual Life Insurance 35056                | 7.21             | 8/15/2005        | 11,694,674        |
| New York Life Insurance 270071:                          | 7.06             | 3/15/2005        |                   |
| Wrapper contract   |                  |                  | (731,545)         |
| GSI Collective Investment Trust                          |                  |                  | 12,413,993        |
|  |                  |                  | <b>11,682,448</b> |
| New York Life Insurance 30261-2                          | 6.26             | 1/2/2003         | 4,741,348         |
| New York Life Insurance 31257-001                        | 6.24             | 2/28/2006        | 5,596,867         |
| Principal Life Insurance 4-191594                        | 6.08             | 11/30/2005       | 11,131,705        |
| Rabobank Nederland CPQ119901:                            | 6.51             | 9/30/2004        |                   |
| Wrapper contract   |                  |                  | (2,806,564)       |
| *Vanguard Targeted Return Trust (4-03)                   |                  |                  | 12,790,670        |
| *Vanguard Targeted Return Trust (3-04)                   |                  |                  | 12,938,065        |

13

**Compaq Computer Corporation 401(k) Investment Plan**

**Schedule H, Line 4(i) - Schedule of Assets (Held At End of Year) (continued)**

**EIN: 76-0011617 PN: 001**

December 31, 2002

| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value     |
|--|------------------|------------------|----------------------|
| *Vanguard Targeted Return Trust (2-04)                   |                  |                  | <b>\$ 13,087,831</b> |
| *Vanguard Targeted Return Trust (1-04)                   |                  |                  | 13,158,907           |
|  |                  |                  | <b>49,168,909</b>    |
| Rabobank:  | 4.57             | 9/30/2004        |                      |
| Wrapper contract   |                  |                  | (3,016,261)          |
| *VFTC Corporate Bond Trust                               |                  |                  | 22,033,711           |
| *VFTC Intermediate - Term Bond Trust                     |                  |                  | 69,877,893           |
|  |                  |                  | <b>88,895,343</b>    |
| State Street Bank & Trust 100003:                        | 5.48             | 3/31/2008        |                      |
| Wrapper contract   |                  |                  | (6,058,510)          |
| *Vanguard Targeted Return Trust (1-04)                   |                  |                  | 13,059,619           |
| *Vanguard Targeted Return Trust (3-06)                   |                  |                  | 13,379,106           |

EIN: 76-0011617 PN: 001

10

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| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value |
|--|------------------|------------------|------------------|
| *Vanguard Targeted Return Trust (2-04)                   |                  |                  | 13,195,717       |
| *Vanguard Targeted Return Trust (1-06)                   |                  |                  | 14,190,803       |
| *Vanguard Targeted Return Trust (2-05)                   |                  |                  | 12,725,141       |
| *Vanguard Targeted Return Trust (2-06)                   |                  |                  | 14,254,063       |
| *Vanguard Targeted Return Trust (4-06)                   |                  |                  | 14,633,244       |
| *Vanguard Targeted Return Trust (4-07)                   |                  |                  | 14,154,000       |
|  |                  |                  | 103,533,183      |
| Travelers Life Insurance 17412                           | 7.16             | 7/1/2003         | 10,001,895       |

14

Compaq Computer Corporation 401(k) Investment Plan

Schedule H, Line 4(i) - Schedule of Assets (Held At End of Year) (continued)

EIN: 76-0011617 PN: 001

December 31, 2002

| Identity of Issue,<br>Borrower, Lessor, or Similar Party | Interest<br>Rate | Maturity<br>Date | Current<br>Value |
|--|------------------|------------------|------------------|
| UBS Warburg 2752   | 5.10             | 3/31/2007        |                  |
| Wrapper contract   |                  |                  | \$ (6,266,616)   |
| *Vanguard Targeted Return Trust (1-03)                   |                  |                  | 6,192,704        |
| *Vanguard Targeted Return Trust (2-03)                   |                  |                  | 6,266,266        |
| *Vanguard Targeted Return Trust (3-03)                   |                  |                  | 12,740,091       |
| *Vanguard Targeted Return Trust (4-04)                   |                  |                  | 14,675,873       |
| *Vanguard Targeted Return Trust (3-04)                   |                  |                  | 13,301,747       |
| *Vanguard Targeted Return Trust (3-05)                   |                  |                  | 12,445,137       |
| *Vanguard Targeted Return Trust (4-05)                   |                  |                  | 10,230,047       |
| *Vanguard Targeted Return Trust (1-07)                   |                  |                  | 15,412,611       |
| *Vanguard Targeted Return Trust (2-07)                   |                  |                  | 14,707,818       |
| *Vanguard Targeted Return Trust (3-07)                   |                  |                  | 16,352,518       |
|  |                  |                  | 116,058,196      |
| *Vanguard Prime Money Market Institutional               | 1.47             | N/A              | 29,003,475       |
| Total Stable Value Fund                                  |                  |                  | \$ 715,642,265   |

\* Party-in-interest

15

**SIGNATURES**

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934. The trustees (or other persons who administer the employee benefits plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

HEWLETT-PACKARD COMPANY  
THE COMPAQ COMPUTER CORPORATION  
401(K) INVESTMENT PLAN

June 27, 2003

/s/ Charles N. Charnas

CHARLES N. CHARNAS  
Vice President, Deputy General Counsel  
and Assistant Secretary

16

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**Exhibit 23**

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-87742) pertaining to the Compaq Computer Corporation 401(k) Investment Plan of Hewlett-Packard Company of our report dated June 16, 2003, with respect to the financial statements and schedule of the Compaq Computer Corporation 401(k) Investment Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

/s/ Ernst & Young LLP

Houston, Texas  
June 26, 2003

17

CONSENT OF INDEPENDENT AUDITORS

12