

HEWLETT PACKARD CO  
Form 424B5  
March 08, 2012

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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-159366

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities offered</b>	<b>Amount to be registered</b>	<b>Maximum offering price per unit</b>	<b>Maximum aggregate offering price</b>	<b>Amount of registration fee(1)</b>
2.600% Global Notes due September 15, 2017	\$1,500,000,000	99.985%	\$1,499,775,000	\$171,874.22
4.050% Global Notes due September 15, 2022	\$500,000,000	99.771%	\$498,855,000	\$57,168.78

(1)

Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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**Prospectus Supplement**  
**March 7, 2012**  
**(To Prospectus dated May 20, 2009)**

**\$2,000,000,000**

**\$1,500,000,000 2.600% Global Notes due September 15, 2017**  
**\$500,000,000 4.050% Global Notes due September 15, 2022**

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We are offering \$1,500,000,000 of our 2.600% Global Notes due September 15, 2017 and \$500,000,000 of our 4.050% Global Notes due September 15, 2022. The 2.600% Global Notes will bear interest at a rate of 2.600% per annum. The 4.050% Global Notes will bear interest at a rate of 4.050% per annum. We will pay interest semi-annually on each of the 2.600% Global Notes and the 4.050% Global Notes on each March 15 and September 15, beginning September 15, 2012. The 2.600% Global Notes will mature on September 15, 2017. The 4.050% Global Notes will mature on September 15, 2022. We refer to the 2.600% Global Notes and the 4.050% Global Notes collectively as the Global Notes.

We may redeem some or all of any series of Global Notes at any time at the redemption prices described under "Description of the Global Notes Optional Redemption of Global Notes." The Global Notes are senior unsecured obligations and will rank equally with all of our other existing and future senior unsecured indebtedness. There are no sinking funds for the Global Notes. The Global Notes are not and will not be listed on any securities exchange or quoted on any automated quotation system.

See "Risk Factors" beginning on page S-7 of this prospectus supplement for a discussion of certain risks that you should consider in connection with an investment in the Global Notes.

	Price to Public(1)	Underwriting Discount	Proceeds, Before Expenses, to HP(1)
Per 2.600% Global Note	99.985%	0.350%	99.635%
2.600% Global Note Total	\$ 1,499,775,000	\$ 5,250,000	\$ 1,494,525,000
Per 4.050% Global Note	99.771%	0.450%	99.321%
4.050% Global Note Total	\$ 498,855,000	\$ 2,250,000	\$ 496,605,000
<b>Total</b>	<b>\$ 1,998,630,000</b>	<b>\$ 7,500,000</b>	<b>\$ 1,991,130,000</b>

(1)

Plus accrued interest, if any, from March 12, 2012 if settlement occurs after that date.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

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Delivery of the Global Notes in book-entry form only will be made through The Depository Trust Company on or about March 12, 2012. The Global Notes will be approved for clearance through the Clearstream and Euroclear systems.

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*Joint Book Running Managers*

**BofA Merrill Lynch**

**BNP PARIBAS**

**Citigroup**

**HSBC**

*Co-Managers*

**BNY Mellon Capital  
Markets, LLC**

**Credit  
Suisse**

**Deutsche Bank  
Securities**

**ING RBC Capital  
Markets**

**RBS**

**Santander**

**SOCIETE  
GENERALE**

**Standard  
Chartered Bank**

**US  
Bancorp**

**UBS Investment  
Bank**

**Wells Fargo  
Securities**

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You should rely only on the information contained or incorporated by reference in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may be used only where it is legal to sell these securities. The information contained or incorporated by reference in this document is accurate only as of the date of this document or as of its date, as applicable.

In this prospectus supplement and the accompanying prospectus, unless otherwise specified or unless the context otherwise requires, references to "USD," "dollars," "\$" and "U.S.\$" are to U.S. dollars, and references to "Hewlett-Packard," "HP," "we," "us" or "our" refer to Hewlett-Packard Company, and not to any of our subsidiaries unless otherwise indicated.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and other written reports and oral statements made from time to time by the company may contain "forward-looking statements" that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, our and our consolidated subsidiaries' results may differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including but not limited to any projections of revenue, margins, expenses, earnings, earnings per share, tax provisions, cash flows, benefit obligations, share repurchases, currency exchange rates, the impact of acquisitions or other financial items; any statements of the plans, strategies and objectives of management for future operations, including execution of cost reduction programs and restructuring and integration plans; any statements concerning the expected development, performance or market share relating to products or services; any statements regarding current or future macroeconomic trends or events and the impact of those trends and events on HP and its financial performance; any statements regarding pending investigations, claims or disputes; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the impact of macroeconomic and geopolitical trends and events; the competitive pressures faced by HP's businesses; the development and transition of new products and services (and the enhancement of existing products and services) to meet customer needs and respond to emerging technological trends; the execution and performance of contracts by HP and its suppliers, customers and partners; the protection of HP's intellectual property assets, including intellectual property licensed from third parties; integration and other risks associated with business combination and investment transactions; the hiring and retention of key employees; assumptions related to pension and other post-retirement costs; expectations and assumptions relating to the execution and timing of cost reduction programs and restructuring and integration plans; the resolution of pending investigations, claims and disputes; and other risks that are described in our other filings with the Securities and Exchange Commission, including but not limited to the risks described in our Annual Report on Form 10-K for our fiscal year ended October 31, 2011. We assume no obligation and do not intend to update these forward-looking statements.

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**SUMMARY**

You should read the following summary together with the entire prospectus supplement and accompanying prospectus and the documents incorporated by reference, including our consolidated condensed financial statements and related notes. You should carefully consider, among other things, the matters discussed in "Risk Factors" in this prospectus supplement and in the documents incorporated by reference.

**About Hewlett-Packard Company**

HP is a leading global provider of products, technologies, software, solutions and services to individual consumers, small- and medium-sized businesses ("SMBs") and large enterprises, including customers in the government, health and education sectors. Our offerings span:

personal computing and other access devices;

multi-vendor customer services, including infrastructure technology and business process outsourcing, technology support and maintenance, application development and support services and consulting and integration services;

imaging and printing-related products and services; and

enterprise information technology infrastructure, including enterprise storage and server technology, networking products and solutions, IT management software, information management solutions and security intelligence/risk management solutions.

Our operations are organized into seven business segments: the Personal Systems Group ("PSG"), Services, the Imaging and Printing Group ("IPG"), Enterprise Servers, Storage and Networking ("ESSN"), Software, HP Financial Services ("HPFS") and Corporate Investments.

***Personal Systems Group***

PSG provides commercial personal computers ("PCs"), consumer PCs, workstations, calculators and other related accessories, software and services for the commercial and consumer markets. We group commercial notebooks, commercial desktops and workstations into commercial clients and consumer notebooks and consumer desktops into consumer clients when describing our performance in these markets. Like the broader PC market, PSG continues to experience a shift toward mobile products such as notebooks. Both commercial and consumer PCs are based predominately on the Windows operating system and use Intel Corporation and Advanced Micro Devices processors.

***Commercial PCs.*** Commercial PCs are optimized for commercial uses, including enterprise and SMB customers, and for connectivity and manageability in networked environments. Commercial PCs include the HP ProBook and the HP EliteBook lines of notebooks and the Compaq Pro, Compaq Elite, HP Pro and HP Elite lines of business desktops, as well as the All in One TouchSmart and Omni PCs, HP Mini-Note PCs, retail POS systems, HP Thin Clients and HP Slate Tablet PCs.

***Consumer PCs.*** Consumer PCs include the HP Pavilion, HP Elite, Envy and Compaq Presario series of multi-media consumer notebooks, desktops and mini notebooks, including the TouchSmart line of touch-enabled all-in-one notebooks and desktops.

***Workstations.*** Workstations are individual computing products designed for users demanding enhanced performance, such as computer animation, engineering design and other programs requiring high-resolution graphics. PSG provides workstations that run on both Windows and Linux-based operating systems.



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***Services***

Services provides consulting, outsourcing and technology services across infrastructure, applications and business process domains. Services delivers to its clients by leveraging investments in consulting and support professionals, infrastructure technology, applications, standardized methodologies, and global supply and delivery. Our services businesses also create opportunities for us to sell additional hardware and software by offering solutions that encompass both products and services. Services is divided into three main business units: Infrastructure Technology Outsourcing, Technology Services and Application and Business Services.

***Infrastructure Technology Outsourcing.*** Infrastructure Technology Outsourcing delivers comprehensive services that streamline and optimize our clients' infrastructure to efficiently enhance performance, reduce costs, mitigate risk and enable business change. These services encompass the data center and the workplace (desktop); network and communications; security, compliance and business continuity; and enterprise managed services. We also offer a set of managed services, providing a cross-section of our broader infrastructure services for smaller discrete engagements.

***Technology Services.*** Technology Services provides support and consulting services, as well as warranty support across HP's product lines. HP specializes in keeping technology running with mission critical services, converged infrastructure services, networking services, data center transformation services and infrastructure services for storage, server and unified communication environments. HP's technology services offerings are available in the form of service contracts, pre-packaged offerings (HP Care Pack services) or on an individual basis.

***Application and Business Services.*** Application and Business Services helps clients revitalize and manage their applications assets through flexible, project-based, consulting services. These full life cycle services encompass application development, testing, modernization, system integration, maintenance and management for both package and custom-built applications. Application and Business Services also provides industry-focused technology consulting and systems integration solutions and services that use cloud computing, hybrid delivery, enterprise mobility, information management and real-time analytics. In addition, Application and Business Services provides clients with industry-based intellectual property, assets and process models through a broad array of enterprise shared services, customer relationship management services, financial process management services and administrative processing and outsourcing services.

***Imaging and Printing Group***

IPG provides consumer and commercial printer hardware, supplies, media and scanning devices. IPG is also focused on imaging solutions in the commercial markets. These solutions range from managed print services to capturing high-value pages in areas such as industrial applications, outdoor signage, and the graphic arts business.

***Inkjet and Web Solutions.*** Inkjet and Web Solutions delivers HP's consumer and SMB inkjet solutions (hardware, supplies, media, web-connected hardware and services) and develops HP's retail publishing and web businesses. It includes single function and all-in-one inkjet printers targeted toward consumers and SMBs, as well as retail publishing solutions, Snapfish and ePrintCenter.

***LaserJet and Enterprise Solutions.*** LaserJet and Enterprise Solutions delivers products, services and solutions to the medium-sized business and enterprise segments, including LaserJet printers and supplies, multi-function devices, scanners, web-connected hardware and services and enterprise software solutions, such as Exstream Software and Web Jetadmin.



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*Managed Enterprise Solutions.* Managed Enterprise Solutions provides managed print services products and solutions delivered to enterprise customers partnering with third-party software providers to offer workflow solutions in the enterprise environment.

*Graphics Solutions.* Graphics Solutions provides large format printing (Designjet and Scitex), large format supplies, WebPress supplies, Indigo printing, specialty printing systems and inkjet high-speed production solutions. Graphic Solutions targets print service providers, architects, engineers, designers and industrial solution providers.

*Printer Supplies.* Our printer supplies offerings include LaserJet toner and inkjet printer cartridges, graphic solutions ink products and other printing-related media.

***Enterprise Servers, Storage and Networking***

ESSN provides server, storage and networking products in a number of categories. Our Converged Infrastructure portfolio of servers, storage and networking combined with HP Software's Cloud Service Automation software suite creates HP's CloudSystem. This integrated solution enables enterprise and service provider clients to deliver infrastructure, platform and software as a service in a private, public or hybrid cloud environment. By providing a broad portfolio of server, storage and networking solutions, ESSN aims to optimize the combined product solutions required by different customers and provide solutions for a wide range of operating environments, spanning both the enterprise and the SMB markets.

*Industry Standard Servers.* Industry Standard Servers offers primarily entry-level and mid-range ProLiant servers, which run primarily Windows, Linux and Novell operating systems and leverage Intel Corporation and Advanced Micro Devices processors. The business spans a range of product lines that include pedestal-tower servers, density-optimized rack servers and HP's BladeSystem family of server blades.

*Business Critical Systems.* Business Critical Systems delivers mission-critical Converged Infrastructure with a portfolio of HP Integrity servers based on the Intel Itanium processor that run the HP-UX and OpenVMS operating systems, as well as HP Integrity NonStop solutions. Our Integrity servers feature scalable blades built on a blade infrastructure with HP's unique Blade Link technology and the Superdome 2 server solution. Business Critical Systems also offers HP's scale-up x86 ProLiant servers for scalability of systems with more than four industry standard processors. In addition, HP continues to support the HP9000 servers and HP AlphaServers by offering customers the opportunity to upgrade these legacy systems to current HP Integrity systems.

*Storage.* Our storage offerings include storage platforms for high-end, mid-range and small business environments. Our flagship product is the HP 3PAR Utility Storage Platform, which is designed for virtualization, cloud and IT-as-a-service. The Storage business has a broad range of products including storage area networks, network attached storage, storage management software and virtualization technologies, StoreOnce data deduplication solutions, tape drives and tape libraries. These offerings enable customers to optimize their existing storage systems, build new virtualization solutions and plan their transition to cloud computing.

*Networking.* Our switch, router, wireless LAN and TippingPoint network security products deliver open, scalable, secure, agile and consistent solutions for the data center, campus and branch networks. Our networking solutions are based on HP's FlexNetwork architecture, which is designed to enable simplified server virtualization, unified communications and multi-media application delivery for the enterprise.

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***Software***

Software provides enterprise information management solutions for both structured and unstructured data, IT management software, information management solutions and security intelligence/risk management solutions. Solutions are delivered in the form of traditional software licenses, software-as-a-service, hybrid or appliance deployment models. Augmented by support and professional services, Software solutions allow large IT organizations to manage infrastructure, operations, application life cycles, application quality, security, IT services and business processes. In addition, these solutions help businesses proactively safeguard digital assets, comply with corporate and regulatory policies, and control internal and external security risks.

***HP Financial Services***

HPFS supports and enhances HP's global product and service solutions, providing a broad range of value-added financial life-cycle management services. HPFS enables our worldwide customers to acquire complete IT solutions, including hardware, software and services. The group offers leasing, financing, utility programs and asset recovery services, as well as financial asset management services for large global and enterprise customers. HPFS also provides an array of specialized financial services to SMBs and educational and governmental entities. HPFS offers innovative, customized and flexible alternatives to balance unique customer cash flow, technology obsolescence and capacity needs.

***Corporate Investments***

Corporate Investments includes business intelligence solutions, HP Labs, webOS software and certain business incubation projects. Business intelligence solutions enable businesses to standardize on consistent data management schemes, connect and share data across the enterprise and apply analytics. This segment also derives revenue from licensing specific HP technology to third parties.

HP was incorporated in 1947 under the laws of the State of California as the successor to a partnership founded in 1939 by William R. Hewlett and David Packard. Effective in May 1998, we changed our state of incorporation from California to Delaware. Our principal executive offices are located at 3000 Hanover Street, Palo Alto, California 94304. Our telephone number is (650) 857-1501.

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**The Offering**

Issuer	Hewlett-Packard Company.
Securities Offered	\$1,500,000,000 of our 2.600% Global Notes due September 15, 2017. \$500,000,000 of our 4.050% Global Notes due September 15, 2022.
Maturity Date	The 2.600% Global Notes will mature on September 15, 2017. The 4.050% Global Notes will mature on September 15, 2022.
Interest Rate	The 2.600% Global Notes will bear interest at a rate of 2.600% per annum. The 4.050% Global Notes will bear interest at a rate of 4.050% per annum.
Interest Payment Dates	We will pay interest semi-annually on the Global Notes on each March 15 and September 15, beginning on September 15, 2012.
Ranking	The Global Notes will be senior unsecured obligations of ours and will rank equally with all our other existing and future senior unsecured indebtedness from time to time outstanding.
Optional Redemption	We may, at our option, redeem any series of Global Notes, in whole or in part, at any time at a price equal to the greater of (1) 100% of the principal amount of the applicable series of Global Notes to be redeemed, and (2) the sum of the present value of the principal amount of the applicable Global Notes to be redeemed and the remaining scheduled payments of interest thereon from the redemption date to the maturity date discounted from the scheduled payment dates to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined herein) plus 30 basis points in case of the 2.600% Global Notes and plus 35 basis points in case of the 4.050% Global Notes, plus accrued and unpaid interest to, but excluding, the redemption date.
Use of Proceeds	The net proceeds from the sale of the Global Notes will be used for general corporate purposes, which may include the repayment of our currently outstanding commercial paper.
Denominations	The Global Notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
Governing Law	The indenture provides that New York law shall govern any action regarding the Global Notes brought pursuant to the indenture.

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**RISK FACTORS**

*In consultation with your own financial and legal advisors, and in addition to the other information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, you should carefully consider the following discussion of risks before deciding whether an investment in the Global Notes is suitable for you. In addition, you should carefully consider the other risks, uncertainties and assumptions that are set forth under the caption "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011 before investing in the Global Notes.*

***There May Be Uncertain Trading Markets for the Global Notes***

We cannot assure you that trading markets for the Global Notes will ever develop or will be maintained. Many factors independent of our creditworthiness affect the trading market. These factors include the:

propensity of existing holders to trade their positions in the Global Notes;

time remaining to the maturity of the Global Notes;

outstanding amount of the Global Notes;

redemption of the Global Notes; and

level, direction and volatility of market interest rates generally.

***The Global Notes are Structurally Subordinated to the Indebtedness of Our Subsidiaries***

The Global Notes are obligations exclusively of HP and not of any of our subsidiaries. A portion of our operations is conducted through our subsidiaries. Our subsidiaries are separate legal entities that have no obligation to pay any amounts due under the Global Notes or to make any funds available therefor, whether by dividends, loans or other payments. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of our subsidiaries will have priority with respect to the assets of such subsidiaries over our claims (and therefore the claims of our creditors, including holders of the Global Notes). Consequently, the Global Notes will be effectively subordinated to all liabilities of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish.

***Changes in Our Credit Rating May Adversely Affect Your Investment in the Global Notes***

Our credit risk is evaluated by three independent rating agencies. The credit ratings assigned to the Global Notes reflect the rating agencies' assessments of our ability to make payments on the Global Notes when due. Those rating agencies, Standard & Poor's Ratings Services, Fitch Ratings Services and Moody's Investors Services, downgraded our ratings on November 30, 2011, December 2, 2011 and January 20, 2012, respectively. Our credit ratings remain under negative outlook by Fitch Ratings Services. These downgrades have increased the cost of borrowing under our credit facilities, have reduced market capacity for our commercial paper, and may require the posting of additional collateral under some of our derivative contracts. There can be no assurance that we will be able to maintain our current credit ratings, and any additional actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, may further impact us in a similar manner, may have a negative impact on our liquidity, capital position, access to capital markets and could affect the market value of your Global Notes. Also, our credit ratings may not reflect the potential impact of risks related to structure, market or other factors related to the value of the Global Notes.

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***Optional Redemption May Adversely Affect Your Return on the Global Notes***

We have the right to redeem some or all of the Global Notes prior to maturity. We may redeem the Global Notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in comparable securities at effective interest rates as high as those of the Global Notes.

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**USE OF PROCEEDS**

The net proceeds from the sale of the Global Notes are estimated to be approximately \$1,990,586,500, after deducting the underwriting discounts and commissions and the estimated offering expenses payable by us.

The net proceeds from the sale of the Global Notes will be used for general corporate purposes, which may include the repayment of our currently outstanding commercial paper. Net proceeds may be temporarily invested in interest-bearing securities prior to use.

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The following table sets forth our long-term debt and capitalization as of October 31, 2011, both actual and adjusted to give effect to the sale by us of (i) the Global Notes offered hereby, (ii) our 2.625% Global Notes due December 2014 issued on December 9, 2011, (iii) our 3.300% Global Notes due December 2016 issued on December 9, 2011, (iv) our 4.650% Global Notes due December 2021 issued on December 9, 2011, (v) the repayment at maturity of all of our 4.25% Global Notes paid in February 2012, (vi) the repayment at maturity of all of our Floating Rate Global Notes paid in March 2012, and (vii) the repayment at maturity of all of our 5.25% Global Notes paid in March 2012.

This table should be read in conjunction with our consolidated financial statements incorporated by reference in the accompanying prospectus.

	<b>October 31, 2011</b>	
	<b>As</b>	
	<b>Actual</b>	<b>Adjusted</b>
	<b>(In millions)</b>	
Long-term debt:		
HP Issued Notes:		
U.S. Dollar Global Notes:		
\$500 issued June 2002 at 6.5%, due July 2012	\$ 500	\$ 500
\$600 issued February 2007 at floating rates, paid March 2012	600	
\$900 issued February 2007 at 5.25%, paid March 2012	900	
\$500 issued February 2007 at 5.4%, due March 2017	499	499
\$1,500 issued March 2008 at 4.5%, due March 2013	1,500	1,500
\$750 issued March 2008 at 5.5%, due March 2018	750	750
\$2,000 issued December 2008 at 6.125%, due March 2014	1,996	1,996
\$1,000 issued February 2009 at 4.25%, paid February 2012	1,000	
\$1,500 issued February 2009 at 4.75%, due June 2014	1,500	1,500
\$250 issued May 2009 at 2.95%, due August 2012	250	250
\$800 issued September 2010 at floating rates, due September 2012	800	800
\$1,100 issued September 2010 at 1.25%, due September 2013	1,099	1,099
\$1,100 issued September 2010 at 2.125%, due September 2015	1,099	1,099
\$650 issued December 2010 at 2.2%, due December 2015	650	650
\$1,350 issued December 2010 at 3.75%, due December 2020	1,348	1,348
\$1,750 issued May 2011 at floating rates, due May 2013	1,750	1,750
\$500 issued May 2011 at floating rates, due May 2014	500	500
\$500 issued May 2011 at 1.55%, due May 2014	500	500
\$1,000 issued May 2011 at 2.65%, due June 2016	1,000	1,000
\$1,250 issued May 2011 at 4.3%, due June 2021	1,248	1,248
\$350 issued September 2011 at floating rates, due September 2014	350	350
\$750 issued September 2011 at 2.35%, due March 2015	750	750
\$1,300 issued September 2011 at 3.0%, due September 2016	1,297	1,297
\$1,000 issued September 2011 at 4.375%, due September 2021	998	998
\$1,200 issued September 2011 at 6.0%, due September 2041	1,198	1,198
\$650 issued December 2011 at 2.625%, due December 2014		650
\$850 issued December 2011 at 3.3%, due December 2016		848
\$1,500 issued December 2011 at 4.65%, due December 2021		1,496
\$1,500 issued March 2012 at 2.6%, due September 2017		1,500
\$500 issued March 2012 at 4.05%, due September 2022		500
Total HP Issued Notes	24,082	26,576

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	October 31, 2011	
	Actual	As Adjusted
	(In millions)	
EDS Issued Senior Notes:		
\$1,100 issued June 2003 at 6.0%, due August 2013	1,120	1,120
\$300 issued October 1999 at 7.45%, due October 2029	315	315
Total EDS Issued Notes	1,435	1,435
Other, including capital lease obligations, at 0.60% - 8.63%, due in calendar years 2012 - 2024	836	836