

HEWLETT PACKARD CO
 Form 424B5
 May 26, 2011
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-159366

CALCULATION OF REGISTRATION FEE

Title of each class of securities offered	Amount to be registered	Maximum offering price	Maximum aggregate offering price	Amount of registration fee(1)
Floating Rate Global Notes due May 24, 2013	\$1,750,000,000	100%	\$1,750,000,000	\$203,175.00
Floating Rate Global Notes due May 30, 2014	\$500,000,000	100%	\$500,000,000	\$58,050.00
1.550% Global Notes due May 30, 2014	\$500,000,000	99.971%	\$499,855,000	\$58,033.17
2.650% Global Notes due June 1, 2016	\$1,000,000,000	99.958%	\$999,580,000	\$116,051.24
4.300% Global Notes due June 1, 2021	\$1,250,000,000	99.799%	\$1,247,487,500	\$144,833.30

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

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May 25, 2011

(To Prospectus dated May 20, 2009)

\$5,000,000,000**\$1,750,000,000 Floating Rate Global Notes due May 24, 2013****\$500,000,000 Floating Rate Global Notes due May 30, 2014****\$500,000,000 1.550% Global Notes due May 30, 2014****\$1,000,000,000 2.650% Global Notes due June 1, 2016****\$1,250,000,000 4.300% Global Notes due June 1, 2021**

We are offering \$1,750,000,000 of our Floating Rate Global Notes due May 24, 2013, \$500,000,000 of our Floating Rate Global Notes due May 30, 2014, \$500,000,000 of our 1.550% Global Notes due May 30, 2014, \$1,000,000,000 of our 2.650% Global Notes due June 1, 2016 and \$1,250,000,000 of our 4.300% Global Notes due June 1, 2021. The 2013 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.280% per annum. The 2014 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.400% per annum. The 1.550% Global Notes will bear interest at a rate of 1.550% per annum. The 2.650% Global Notes will bear interest at a rate of 2.650% per annum. The 4.300% Global Notes will bear interest at a rate of 4.300% per annum. We will pay interest semi-annually on the 1.550% Global Notes on each May 30 and November 30, beginning on November 30, 2011 and we will pay interest semi-annually on each of the 2.650% Global Notes and 4.300% Global Notes on each June 1 and December 1, beginning on December 1, 2011. We will pay interest quarterly on the 2013 Floating Rate Global Notes on each February 24, May 24, August 24 and November 24, beginning August 24, 2011 and we will pay interest quarterly on the 2014 Floating Rate Global Notes on each February 28, May 30, August 30 and November 30, beginning August 30, 2011.

The 2013 Floating Rate Global Notes will mature on May 24, 2013. The 2014 Floating Rate Global Notes will mature on May 30, 2014. The 1.550% Global Notes will mature on May 30, 2014. The 2.650% Global Notes will mature on June 1, 2016. The 4.300% Global Notes will mature on June 1, 2021. We refer to the 2013 Floating Rate Global Notes and the 2014 Floating Rate Global Notes collectively as the Floating Rate Global Notes. We refer to the 1.550% Global Notes, the 2.650% Global Notes and the 4.300% Global Notes collectively as the Fixed Rate Global Notes, and the Floating Rate Global Notes and the Fixed Rate Global Notes collectively as the Global Notes.

We may redeem some or all of any series of Fixed Rate Global Notes at any time at the redemption prices described beginning on page S-18. 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-9 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)
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Per 2013 Floating Rate Global Note	100%	0.15%	99.85%
2013 Floating Rate Global Note Total	\$ 1,750,000,000	\$ 2,625,000	\$ 1,747,325,000
Per 2014 Floating Rate Global Note	100%	0.20%	99.80%
2014 Floating Rate Global Note Total	\$ 500,000,000	\$ 1,000,000	\$ 499,000,000
Per 1.550% Global Note	99.971%	0.20%	99.771%
1.550% Global Note Total	\$ 499,855,000	\$ 1,000,000	\$ 498,855,000
Per 2.650% Global Note	99.958%	0.35%	99.608%
2.650% Global Note Total	\$ 999,580,000	\$ 3,500,000	\$ 996,080,000
Per 4.300% Global Note	99.799%	0.45%	99.349%
4.300% Global Note Total	\$ 1,247,487,500	\$ 5,625,000	\$ 1,241,862,500
Total	\$ 4,996,922,500	\$ 13,750,000	\$ 4,983,172,500

(1) Plus accrued interest, if any, from May 31, 2011 if settlement occurs after that date.

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.

Delivery of the Global Notes in book-entry form only will be made through The Depository Trust Company on or about May 31, 2011. The Global Notes will be approved for clearance through the Clearstream and Euroclear systems.

Joint Book Running Managers

Deutsche Bank Securities

J.P. Morgan

RBS

Co-Managers

**Barclays Capital
HSBC**

**BNP PARIBAS
Mitsubishi UFJ Securities**

**BofA Merrill Lynch
Morgan Stanley**

**Citi Credit Suisse
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 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 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 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, 2010 and Quarterly Report on Form 10-Q for the fiscal quarter ended January 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:

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;

enterprise information technology infrastructure, including enterprise storage and server technology, networking products and solutions, information management software and software that optimizes business technology investments;

personal computing and other access devices; and

imaging and printing-related products and services.

Our operations are organized into seven business segments: Services, Enterprise Servers, Storage and Networking (**ESSN**), HP Software, the Personal Systems Group (**PSG**), the Imaging and Printing Group (**IPG**), HP Financial Services (**HPFS**) and Corporate Investments. Services, ESSN and HP Software are reported collectively as a broader HP Enterprise Business. While the HP Enterprise Business is not an operating segment, we sometimes provide financial data aggregating the segments within it in order to provide a supplementary view of our business. In each of the past three fiscal years, notebooks, desktops and printing supplies each accounted for more than 10% of our consolidated net revenue. In fiscal 2009 and 2010, infrastructure technology outsourcing also accounted for more than 10% of our consolidated net revenue.

HP Enterprise Business

The HP Enterprise Business provides servers, storage, software and information technology (**IT**) services that enable enterprise and midmarket business customers to better manage their current IT environments and transform IT into a business enabler. HP Enterprise Business products, software and services help accelerate growth, minimize risk and reduce costs to optimize the business value of customers' IT investments. Companies around the globe leverage HP's infrastructure solutions to deploy next generation data centers and address business challenges ranging from compliance to business continuity. The HP Enterprise Business's modular IT systems and services are primarily standards-based and feature differentiated technologies in areas including power and cooling, unified management, security, virtualization and automation. Each of the three financial reporting segments within the HP Enterprise Business are described in detail below.

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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 units by offering solutions that encompass both products and services. Services is divided into four main business units: infrastructure technology outsourcing, technology services, applications services and business process outsourcing.

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; and security, compliance and business continuity. We also offer a set of managed services, providing a cross-section of our broader infrastructure services for smaller discrete engagements.

Technology Services. HP provides consulting and support 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 Services. Applications services help clients revitalize and manage their applications assets through flexible, project-based, consulting services and longer-term outsourcing contracts. These full life cycle services encompass application development, testing, modernization, system integration, maintenance and management. Applications projects open doors to new infrastructure technology outsourcing and business process outsourcing opportunities and represent attractive cross-selling opportunities to current HP clients.

Business Process Outsourcing. Business process outsourcing is powered by a platform of underlying infrastructure technology, applications and standardized methodologies and is supplemented by IT experience and in-depth, industry-specific knowledge. These services encompass both industry-specific and cross-industry solutions. Our cross-industry solutions include a broad array of enterprise shared services, customer relationship management services, financial process management services and administrative services.

Enterprise Servers, Storage and Networking

The server market continues to shift towards standards-based architectures as proprietary hardware and operating systems are replaced by industry standard server platforms that typically offer compelling price and performance advantages by leveraging standards-based operating systems and microprocessor designs. At the same time, critical business functions continue to demand scalability and reliability. 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. ESSN provides server, storage and networking products in a number of categories.

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Industry Standard Servers. Industry standard servers include primarily entry-level and mid-range ProLiant servers, which run primarily Windows®, Linux and Novell operating systems and leverage Intel Corporation (Intel) and Advanced Micro Devices (AMD) 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. In fiscal 2010, HP s industry standard server business continued to lead the industry in terms of units shipped and revenue. HP also has a leadership position in server blades, the fastest growing segment of the market.

Business Critical Systems. Business critical systems include HP Integrity servers based on the Intel® Itanium®-based processor that run HP-UX, Windows® and OpenVMS operating systems, as well as fault-tolerant HP Integrity NonStop solutions. Business critical systems also include HP s scale-up x86 ProLiant servers with more than four processors. In addition, HP continues to support the HP 9000 servers and HP AlphaServers with compelling offers available to upgrade these legacy systems to current HP Integrity systems. During 2010, we introduced new Integrity blade servers and the Superdome 2 server solution based on the BladeSystem architecture.

Storage. HP s StorageWorks offerings include entry-level, mid-range and high-end arrays, storage area networks, network attached storage, storage management software and virtualization technologies, as well as StoreOnce data deduplication solutions, tape drives, tape libraries and optical archival storage.

Networking. HP s networking offerings include Ethernet switch products that enhance computing and enterprise solutions sold under the ProCurve, 3Com and TippingPoint brands.

HP Software

HP Software is a leading provider of enterprise and service-provider software and services. Our portfolio consists of:

Enterprise IT management software. Enterprise IT management solutions, including support and professional services, allow customers to manage IT infrastructure, operations, applications, IT services, and business processes. These solutions also include tools to automate data center operations and IT processes. We market them as the HP business technology optimization suite, and we deliver them in the form of traditional software licenses and, in some cases, via a software-as-a-service distribution model.

Information management and business intelligence solutions. Our information management and business intelligence solutions include information data strategy, enterprise data warehousing, data integration, data protection, archiving, compliance, e-discovery and records management products. These solutions enable businesses to extract more value from their structured and unstructured information.

Personal Systems Group

PSG is the leading provider of personal computers (PCs) in the world based on unit volume shipped and annual revenue. PSG provides commercial PCs, consumer PCs, workstations, handheld computing devices, calculators and other related accessories, software and services for the commercial

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and consumer markets. We group commercial desktops, commercial notebooks and workstations into commercial clients and consumer desktop and consumer notebooks 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 and AMD processors.

Commercial PCs. Commercial PCs are optimized for commercial uses, including enterprise and small and medium-sized business (SMB) customers, and for connectivity and manageability in networked environments. Commercial PCs include HP Compaq, HP Pro and HP Elite lines of business desktops and notebooks, as well as the All in One TouchSmart and Omni PCs, HP Mini-Note PCs, HP Blade PCs, Retail POS systems and HP TwinClients.

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

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.

Handheld Computing. PSG provides a series of HP iPAQ Pocket PC handheld computing devices that run on Windows® Mobile software. These products range from basic PDAs to advanced smartphone devices with voice and data capability.

Imaging and Printing Group

IPG provides consumer and commercial printer hardware, printing supplies, printing media and scanning devices. IPG is also focused on imaging solutions in the commercial markets. These solutions range from managed print services solutions to addressing new growth opportunities in commercial printing and 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 include HP's consumer and SMB inkjet solutions (hardware, supplies, and media) and HP's retail and web businesses. These solutions include single function and all-in-one inkjet printers targeted toward consumers and SMBs as well as retail publishing solutions, Snapfish and Logoworks.

LaserJet and Enterprise Solutions. LaserJet and enterprise solutions include LaserJet printers and supplies, multi-function printers (MFDs), scanners and enterprise software solutions such as Exstream Software and Web Jetadmin.

Managed Enterprise Solutions. Managed enterprise solutions include 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 include large format printing (Designjet and Scitex), large format supplies, WebPress supplies, Indigo printing, specialty printing systems and inkjet high-speed production solutions.

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

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 Hewlett-Packard Laboratories, also known as HP Labs, mobile devices associated with the Palm acquisition, and certain business incubation projects. The segment also includes certain video collaboration products sold under the brand Halo, and Palm smartphones, which are targeted at the consumer segment and include the Pixi and Pre models running on the WebOS operating system. Corporate Investments 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	\$1,750,000,000 of our Floating Rate Global Notes due May 24, 2013. \$500,000,000 of our Floating Rate Global Notes due May 30, 2014. \$500,000,000 of our 1.550% Global Notes due May 30, 2014. \$1,000,000,000 of our 2.650% Global Notes due June 1, 2016. \$1,250,000,000 of our 4.300% Global Notes due June 1, 2021.
Maturity Date	The 2013 Floating Rate Global Notes will mature on May 24, 2013. The 2014 Floating Rate Global Notes will mature on May 30, 2014. The 1.550% Global Notes will mature on May 30, 2014. The 2.650% Global Notes will mature on June 1, 2016. The 4.300% Global Notes will mature on June 1, 2021.
Interest Rate	The 2013 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.280% per annum. The 2014 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.400% per annum. The 1.550% Global Notes will bear interest at a rate of 1.550% per annum. The 2.650% Global Notes will bear interest at a rate of 2.650% per annum. The 4.300% Global Notes will bear interest at a rate of 4.300% per annum.
Interest Payment Dates	We will pay interest quarterly on the 2013 Floating Rate Global Notes on each February 24, May 24, August 24 and November 24, beginning August 24, 2011 and we will pay interest quarterly on the 2014 Floating Rate Global Notes on each February 28, May 30, August 30 and November 30, beginning August 30, 2011. We will pay interest semi-annually on the 1.550% Global Notes on each May 30 and November 30, beginning on November 30, 2011. We will pay interest semi-annually on each of the 2.650% Global Notes and 4.300% Global Notes on each June 1 and December 1, beginning on December 1, 2011.

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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	<p>We may, at our option, redeem any series of Fixed Rate 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 Fixed Rate Global Notes to be redeemed, and (2) the sum of the present value of the principal amount of the applicable Fixed Rate 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 10 basis points in case of the 1.550% Global Notes, plus 15 basis points in case of the 2.650% Global Notes and plus 20 basis points in case of the 4.300% Global Notes, plus accrued and unpaid interest to, but excluding, the redemption date.</p> <p>The Floating Rate Global Notes may not be redeemed before maturity.</p>
Use of Proceeds	The net proceeds from the sale of the Global Notes will be used to fund the repayment upon maturity of all of our outstanding 2.25% Global Notes due May 2011 and all of our outstanding Floating Rate Global Notes due May 2011 issued at a floating rate equal to three-month USD LIBOR plus 1.05% per annum and for general corporate purposes, which may include the repayment of our currently outstanding commercial paper. As of January 31, 2011, \$1,000,000,000 aggregate principal amount of our 2.25% Global Notes due May 2011 and \$750,000,000 aggregate principal amount of our Floating Rate Global Notes due May 2011 were outstanding.
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, 2010 and under the caption *Factors that Could Affect Future Results* in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 2 of Part I our Quarterly Report on Form 10-Q for the quarter ended January 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 Fixed Rate 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

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. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could increase our corporate borrowing costs and 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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Redemption May Adversely Affect Your Return on the Fixed Rate Global Notes

We have the right to redeem some or all of the Fixed Rate Global Notes prior to maturity. We may redeem the Fixed Rate 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 Fixed Rate Global Notes.

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USE OF PROCEEDS

The net proceeds from the sale of the Global Notes are estimated to be approximately \$4,981,822,500, 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 to fund the repayment upon maturity of all of our outstanding 2.25% Global Notes due May 2011 and all of our outstanding Floating Rate Global Notes due May 2011 issued at a floating rate equal to three-month USD LIBOR plus 1.05% per annum and for general corporate purposes, which may include the repayment of our currently outstanding commercial paper. As of January 31, 2011, \$1,000,000,000 aggregate principal amount of our 2.25% Global Notes due May 2011 and \$750,000,000 aggregate principal amount of our Floating Rate Global Notes due May 2011 were outstanding. 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 January 31, 2011, both actual and adjusted to give effect to (i) the sale by us of the Global Notes offered hereby, (ii) the repayment at maturity of all of our Floating Rate Global Notes paid in February 2011, (iii) the repayment upon maturity of all of our outstanding 2.25% Global Notes due May 2011 and (iv) the repayment upon maturity of all of our outstanding Floating Rate Global Notes due May 2011 issued at a floating rate equal to three-month USD LIBOR plus 1.05% per annum.

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

	January 31, 2011	
	Actual	As Adjusted
	(In millions)	
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, due March 2012	600	600
\$900 issued February 2007 at 5.25%, due March 2012	900	900
\$500 issued February 2007 at 5.4%, due March 2017	499	499
\$1,500 issued March 2008 at 4.5%, due March 2013	1,499	1,499
\$750 issued March 2008 at 5.5%, due March 2018	750	750
\$2,000 issued December 2008 at 6.125%, due March 2014	1,995	1,995
\$275 issued February 2009 at floating rates, paid February 2011	275	
\$1,000 issued February 2009 at 4.25%, due February 2012	1,000	1,000
\$1,500 issued February 2009 at 4.75%, due June 2014	1,500	1,500
\$750 issued May 2009 at floating rates, due May 2011	750	
\$1,000 issued May 2009 at 2.25%, due May 2011	1,000	
\$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	649	649
\$1,350 issued December 2010 at 3.75%, due December 2020	1,347	1,347
\$1,750 issued May 2011 at floating rates, due May 2013		1,750
\$500 issued May 2011 at floating rates, due May 2014		500
\$500 issued May 2011 at 1.55%, due May 2014		500
\$1,000 issued May 2011 at 2.65%, due June 2016		1,000
\$1,250 issued May 2011 at 4.30%, due June 2021		1,250
Total HP Issued Notes	16,512	19,487
EDS Issued Senior Notes:		
\$1,100 issued June 2003 at 6.0%, due August 2013	1,128	1,128
\$300 issued October 1999 at 7.45%, due October 2029	315	315
Total EDS Issued Notes	1,443	1,443
Other, including capital lease obligations, at 0.60%-8.63%, due in calendar years 2011-2024	810	810
Fair value adjustment related to hedged debt	497	497
Less: current portion	(2,240)	(2,240)
Total long-term debt	\$ 17,022	\$ 19,997

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	January 31, 2011	
	Actual	As Adjusted
	(In millions)	
Stockholders' equity:		
Preferred stock, \$0.01 par value; 300 shares authorized; none issued		
Common stock, \$0.01 par value; 9,600 shares authorized, 2,174 and 2,204 shares issued and outstanding, respectively	\$ 22	\$ 22
Additional paid-in capital	10,877	10,877
Retained earnings	34,005	34,005
Accumulated other comprehensive loss	(3,698)	(3,698)
Total HP stockholders' equity	\$ 41,206	\$ 41,206
Total capitalization	\$ 58,228	\$ 61,203

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DESCRIPTION OF THE GLOBAL NOTES

The 2013 Floating Rate Global Notes, the 2014 Floating Rate Global Notes, the 1.550% Global Notes, the 2.650% Global Notes and the 4.300% Global Notes, which we refer to collectively as the Global Notes, will be issued under an indenture, dated as of June 1, 2000, between HP and The Bank of New York Mellon Trust Company, N.A., as successor in interest to J.P. Morgan Trust Company, National Association, as Trustee, which indenture is more fully described in the accompanying prospectus. We refer to the 2013 Floating Rate Global Notes and the 2014 Floating Rate Global Notes collectively as the Floating Rate Global Notes. We refer to the 1.550% Global Notes, the 2.650% Global Notes and the 4.300% Global Notes collectively as the Fixed Rate Global Notes. The following summary of certain provisions of the Global Notes and of the indenture does not purport to be complete and is qualified in its entirety by reference to the indenture. A copy of the indenture has been incorporated by reference into the registration statement of which this prospectus supplement and the accompanying prospectus are a part. Capitalized terms used but not defined in this prospectus supplement or in the accompanying prospectus have the meanings given to them in the indenture. The term Securities, as used in this section, refers to all securities issuable from time to time under the indenture.

General

All Securities, including the Fixed Rate Global Notes and the Floating Rate Global Notes, to be issued under the indenture will be our senior unsecured obligations and will rank on the same basis with all of our other senior unsecured indebtedness from time to time outstanding. Each series of Fixed Rate Global Notes and the Floating Rate Global Notes is a separate series of senior debt securities referred to in the attached prospectus. The indenture does not limit the aggregate principal amount of Securities that may be issued under the indenture. Without the consent of the holders, we may increase the aggregate principal amount of any series of Global Notes in the future on the same terms and conditions (except, for issuance date, price and, in some cases, the initial interest payment date) and with the same CUSIP numbers as the Global Notes being offered hereby. Securities may be issued under the indenture from time to time as a single series or in two or more separate series up to the aggregate principal amount authorized by us from time to time for the Global Notes. The additional securities shall in all cases be fungible with the Global Notes for United States federal tax purposes.

The 2013 Floating Rate Global Notes are being offered initially in the aggregate principal amount of \$1,750,000,000, the 2014 Floating Rate Global Notes are being offered initially in the aggregate principal amount of \$500,000,000, the 1.550% Global Notes are being offered initially in the aggregate principal amount of \$500,000,000, the 2.650% Global Notes are being offered initially in the aggregate principal amount of \$1,000,000,000 and the 4.300% Global Notes are being offered initially in the aggregate principal amount of \$1,250,000,000. The 2013 Floating Rate Global Notes will mature on May 24, 2013. The 2014 Floating Rate Global Notes will mature on May 30, 2014. The 1.550% Global Notes will mature on May 30, 2014. The 2.650% Global Notes will mature on June 1, 2016. The 4.300% Global Notes will mature on June 1, 2021. The 2013 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.280% per annum, as described under Interest Floating Rate Global Notes. The 2014 Floating Rate Global Notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.400% per annum, as described under Interest Floating Rate Global Notes. The 1.550% Global Notes will bear interest at the rate of 1.550% per year, as described under Interest 1.550% Global Notes. The 2.650% Global Notes will bear interest at the rate of 2.650% per year, as described under Interest 2.650% Global Notes. The 4.300% Global Notes will bear interest at the rate of 4.300% per year, as described under

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Interest 4.300% Global Notes. If the maturity date of any series of the Global Notes falls on a day that is not a business day, payment of principal, premium, if any, and interest for such Global Notes then due will be paid on the next business day. No interest on that payment will accrue from and after the maturity date. Payments of principal, premium, if any, and interest on the Global Notes will be made by us through the Trustee to the depositary. See Description of the Debt Securities Global Securities in the accompanying prospectus. The Global Notes will be issued in the form of one or more fully registered global securities in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The covenant provisions of the indenture described under the caption Description of the Debt Securities Senior Debt Securities Covenants in the Senior Indenture in the accompanying prospectus will apply to the Global Notes.

We may redeem some or all of the Fixed Rate Global Notes of any series at any time, as described below under Optional Redemption of Fixed Rate Global Notes.

Interest

Floating Rate Global Notes

The Floating Rate Global Notes will bear interest for each interest period at a rate determined by the calculation agent. The calculation agent is The Bank of New York Mellon Trust Company, N.A. until such time as we appoint a successor calculation agent. The interest rate on the 2013 Floating Rate Global Notes for a particular interest period will be a per annum rate equal to three-month USD LIBOR as determined on the interest determination date plus 0.280% per annum. The interest rate on the 2014 Floating Rate Global Notes for a particular interest period will be a per annum rate equal to three-month USD LIBOR as determined on the interest determination date plus 0.400% per annum. The interest determination date for an interest period will be the second London business day preceding the first day of such interest period. Promptly upon determination, the calculation agent will inform the Trustee and us of the interest rate for the next interest period. Absent manifest error, the determination of the interest rate by the calculation agent shall be binding and conclusive on the holders of the Floating Rate Global Notes, the Trustee and us. A London business day is a day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

Interest on Floating Rate Global Notes will be paid to, but excluding, the relevant interest payment date. We will make interest payments on the 2013 Floating Rate Global Notes quarterly in arrears on February 24, May 24, August 24 and November 24 of each year, beginning on August 24, 2011, to the person in whose name those notes are registered at the close of business on the business day immediately preceding the interest payment date. We will make interest payments on the 2014 Floating Rate Global Notes quarterly in arrears on February 28, May 30, August 30 and November 30 of each year, beginning on August 30, 2011, to the person whose name those notes are registered at the close of business on the business day immediately preceding the interest payment date. Interest on Floating Rate Global Notes will accrue from and including May 31, 2011, to, but excluding, the first interest payment date and then from and including the immediately preceding interest payment date to which interest has been paid or duly provided for to, but excluding, the next interest payment date or maturity date, as the case may be. We refer to each of these periods as an interest period. The amount of accrued interest that we will pay for any interest period can be calculated by multiplying the face amount of the Floating Rate Global Notes then outstanding by an accrued interest factor. This accrued interest factor is computed by adding the interest factor calculated for each day from May 31, 2011, or from the last date we paid interest to you, to the date for which accrued interest is being calculated. The interest factor for each day is computed by dividing the interest rate applicable to the date by 360. If an interest payment date for the Floating Rate Global Notes falls on a day that is not a business day, the interest payment date shall be postponed to the

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next succeeding business day unless such next succeeding business day would be in the following month, in which case, the interest payment date shall be the immediately preceding business day.

On any interest determination date, LIBOR will be equal to the offered rate for deposits in U.S. dollars having an index maturity of three months, in amounts of at least \$1,000,000, as such rate appears on Reuters Page LIBOR01 at approximately 11:00 a.m., London time, on such interest determination date. If on an interest determination date, such rate does not appear on the Reuters Page LIBOR01 as of 11:00 a.m., London time, or if the Reuters Page LIBOR01 is not available on such date, the calculation agent will obtain such rate from Bloomberg L.P. s page BBAM.

If no offered rate appears on Reuters Page LIBOR01 or Bloomberg L.P. page BBAM on an interest determination date at approximately 11:00 a.m., London time, then the calculation agent (after consultation with us) will select four major banks in the London interbank market and shall request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least \$1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, LIBOR will be the arithmetic average of the quotations provided. Otherwise, the calculation agent will select three major banks in New York City and shall request each of them to provide a quotation of the rate offered by them at approximately 11:00 a.m., New York City time, on the interest determination date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable interest period in an amount of at least \$1,000,000 that is representative of single transactions at that time. If three quotations are provided, LIBOR will be the arithmetic average of the quotations provided. Otherwise, the rate of LIBOR for the next interest period will be set equal to the rate of LIBOR for the then current interest period.

Upon request from any holder of Floating Rate Global Notes, the calculation agent will provide the interest rate in effect for the Floating Rate Global Notes for the current interest period and, if it has been determined, the interest rate to be in effect for the next interest period.

All percentages resulting from any calculation of the interest rate on the Floating Rate Global Notes will be rounded to the nearest one hundred-thousandth of a percentage point with five one millionths of a percentage point rounded upwards (*e.g.*, 9.876545% (or .09876545) would be rounded to 9.87655% (or .0987655)), and all dollar amounts used in or resulting from such calculation on the Floating Rate Global Notes will be rounded to the nearest cent (with one-half cent being rounded upward). Each calculation of the interest rate on the notes by the calculation agent will (in absence of manifest error) be final and binding on the holders and us.

The interest rate on the Floating Rate Global Notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States law of general application.

1.550% Global Notes

The 1.550% Global Notes will bear interest at the rate of 1.550% per year. We will make interest payments on the 1.550% Global Notes semi-annually in arrears on May 30 and November 30 of each year, beginning on November 30, 2011, to the holders of record of the 1.550% Global Notes at the close of business on the fifteenth day (whether or not a business day) immediately preceding the related interest payment date. Interest on the 1.550% Global Notes will accrue from and including May 31, 2011, to, but excluding, the first interest payment date and then from and including the

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immediately preceding interest payment date to which interest has been paid or duly provided for to, but excluding, the next interest payment date or maturity date, as the case may be. Interest on the 1.550% Global Notes will be paid on the basis of a 360-day year comprised of twelve 30-day months. If an interest payment date on the 1.550% Global Notes falls on a date that is not a business day, the interest payment date shall be postponed to the next succeeding business day.

2.650% Global Notes

The 2.650% Global Notes will bear interest at the rate of 2.650% per year. We will make interest payments on the 2.650% Global Notes semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2011, to the holders of record of the 2.650% Global Notes at the close of business on the fifteenth day (whether or not a business day) immediately preceding the related interest payment date. Interest on the 2.650% Global Notes will accrue from and including May 31, 2011, to, but excluding, the first interest payment date and then from and including the immediately preceding interest payment date to which interest has been paid or duly provided for to, but excluding, the next interest payment date or maturity date, as the case may be. Interest on the 2.650% Global Notes will be paid on the basis of a 360-day year comprised of twelve 30-day months. If an interest payment date on the 2.650% Global Notes falls on a date that is not a business day, the interest payment date shall be postponed to the next succeeding business day.

4.300% Global Notes

The 4.300% Global Notes will bear interest at the rate of 4.300% per year. We will make interest payments on the 4.300% Global Notes semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2011, to the holders of record of the 4.300% Global Notes at the close of business on the fifteenth day (whether or not a business day) immediately preceding the related interest payment date. Interest on the 4.300% Global Notes will accrue from and including May 31, 2011, to, but excluding, the first interest payment date and then from and including the immediately preceding interest payment date to which interest has been paid or duly provided for to, but excluding, the next interest payment date or maturity date, as the case may be. Interest on the 4.300% Global Notes will be paid on the basis of a 360-day year comprised of twelve 30-day months. If an interest payment date on the 4.300% Global Notes falls on a date that is not a business day, the interest payment date shall be postponed to the next succeeding business day.

Optional Redemption of Fixed Rate Global Notes

We will have the right to redeem each of the 1.550% Global Notes, the 2.650% Global Notes and the 4.300% Global Notes, in whole or in part, at any time on at least 30 days but no more than 60 days prior written notice. The redemption price will be equal to the greater of (1) 100% of the principal amount of the applicable series of Fixed Rate Global Notes to be redeemed, and (2) the sum, as determined by us based on the Reference Treasury Dealer Quotations, of the present value of the principal amount of the applicable Fixed Rate Global Notes to be redeemed and the remaining scheduled payments of interest thereon from the redemption date to the maturity date (the Remaining Life) (not including any portion of such payments of interest accrued as of the redemption 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 below) plus 10 basis points in the case of the 1.550% Global Notes, 15 basis points in the case of the 2.650% Global Notes and 20 basis points in the case of the 4.300% Global Notes. Accrued and unpaid interest on the principal amount being redeemed will be paid to, but excluding, the redemption date.

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If money sufficient to pay the redemption price of and accrued interest on the series of Fixed Rate Global Notes (or portions thereof) to be redeemed on the redemption date is deposited with the Trustee or paying agent on or before the redemption date and certain other conditions are satisfied, then on and after the redemption date, interest will cease to accrue on such Fixed Rate Global Notes (or such portion thereof) called for redemption and such Fixed Rate Global Notes will cease to be outstanding. If any redemption date is not a business day, we will pay the redemption price on the next business day without any interest or other payment due to the delay.

If fewer than all of the Fixed Rate Global Notes of a series are to be redeemed, the Trustee will select the Fixed Rate Global Notes of such series for redemption on a pro rata basis, by lot or by such other method as the Trustee deems appropriate and fair. No Global Notes of \$1,000 or less will be redeemed in part.

Comparable Treasury Issue means the United States Treasury security selected by a Reference Treasury Dealer appointed by HP as having a maturity comparable to the Remaining Life that would be utilized, at the time of selection, and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity with the Remaining Life.

Comparable Treasury Price means, with respect to any redemption date, the average of three Reference Treasury Dealer Quotations for such redemption date.

Reference Treasury Dealer means each of Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBS Securities Inc. and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in the United States (a Primary Treasury Dealer), HP shall substitute therefor another Primary Treasury Dealer.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by each Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding the redemption date; provided that if three such quotations cannot reasonably be obtained by us, but if two such quotations are obtained, then the average of the two quotations shall be used, and if only one such quotation can reasonably be obtained by us, then one quotation shall be used.

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the applicable Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the applicable Comparable Treasury Price for the redemption date.

Book-Entry Notes

We have obtained the information in this section or in the accompanying prospectus concerning The Depository Trust Company, Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V., as operator of the Euroclear System and their book-entry systems and procedures from sources that we believe to be reliable. We take no responsibility for an accurate portrayal of this information. In addition, the description of the clearing systems in this section reflects our understanding of the rules and procedures of DTC, Clearstream and Euroclear as they are currently in effect. Those systems could change their rules and procedures at any time.

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The Depository, Clearstream and Euroclear. The Global Notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Upon issuance, each series of Global Notes will be represented by one or more fully registered global securities. Each global security will be deposited with The Depository Trust Company, as depository, and registered in the name of Cede & Co. Unless and until it is exchanged in whole or in part for notes in definitive form, no global security may be transferred except as a whole by the depository to a nominee of such depository. Investors may elect to hold interests in the global securities through:

the depository in the United States; or

in Europe, (i) Clearstream Banking, société anonyme, referred to in this prospectus supplement as Clearstream, or (ii) Euroclear Bank S.A./N.V., as operator of the Euroclear System, referred to in this prospectus supplement as Euroclear, if they are participants in such systems, or indirectly through organizations which are participants in such systems. Clearstream and Euroclear will hold interests on behalf of their participants through customers' securities accounts in Clearstream's and Euroclear's names on the books of their respective depositories, which in turn will hold such interests in customers' securities accounts in the depositories' names on the books of the depository. Citibank, N.A. will act as depository for Clearstream and J.P. Morgan Chase Bank will act as depository for Euroclear, and in such capacities are referred to in this prospectus supplement as the U.S. depositories.

Clearstream has advised us that it is a limited liability company organized under Luxembourg law. Clearstream holds securities for its participating organizations, referred to in this prospectus supplement as Clearstream participants, and facilitates the clearance and settlement of securities transactions between Clearstream participants through electronic book-entry changes in accounts of Clearstream participants, thereby eliminating the need for physical movement of certificates. Clearstream provides to Clearstream participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. Clearstream is registered as a bank in Luxembourg, and as such is subject to regulation by the Commission de Surveillance du Secteur Financier. Clearstream participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations and may include the underwriters. Indirect access to Clearstream is available to other institutions that clear through or maintain a custodial relationship with a Clearstream participant.

Distributions with respect to the Global Notes held beneficially through Clearstream will be credited to cash accounts of Clearstream participants in accordance with its rules and procedures, to the extent received by the U.S. depository for Clearstream.

Euroclear advises that it was created in 1968 to hold securities for its participants and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear provides various other services, including securities lending and borrowing and interfaces with domestic markets in several countries.

Euroclear is operated by Euroclear Bank S.A./N.V., referred to in this prospectus supplement in such role as the Euroclear operator, under contract with Euroclear Clearance Systems S.C., a Belgian

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cooperative corporation, referred to in this prospectus supplement as the cooperative. All operations are conducted by Euroclear Bank S.A./N.V., and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with Euroclear Bank, not the cooperative. The cooperative establishes policy for Euroclear on behalf of Euroclear participants. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters (Euroclear participants). Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly.

Securities clearance accounts and cash accounts with Euroclear Bank are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian laws (collectively, the Euroclear Terms and Conditions). The Euroclear Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear and receipts of payment with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. Euroclear Bank acts under the Euroclear Terms and Conditions only on behalf of Euroclear participants and has no record of or relationship with persons holding through Euroclear participants.

Distributions with respect to beneficial interests in the Global Notes held through Euroclear will be credited to the cash accounts of Euroclear participants in accordance with the Euroclear Terms and Conditions, to the extent received by the Euroclear Bank and by Euroclear.

Global Clearance and Settlement Procedures. Initial settlement for the Global Notes will be made in immediately available funds. Secondary market trading between the depositary participants will occur in the ordinary way in accordance with the depositary s rules and will be settled in immediately available funds using the depositary s Same-Day Funds Settlement System. Secondary market trading between Clearstream participants or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear and will be settled using the procedures applicable to conventional eurobonds in immediately available funds.

Cross-market transfers between persons holding directly or indirectly through the depositary, on the one hand, and directly or indirectly through Clearstream participants or Euroclear participants, on the other hand, will be effected in the depositary in accordance with the depositary s rules on behalf of the relevant European international clearing system by its U.S. depositary. However, these cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). If the transaction meets its settlement requirements, the relevant European international clearing system will deliver instructions to its U.S. depositary to take action to effect final settlement on its behalf by delivering or receiving Global Notes in the depositary and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to the depositary. Clearstream participants and Euroclear participants may not deliver instructions directly to the depositary.

Because of time-zone differences, credits of Global Notes received in Clearstream or Euroclear as a result of a transaction with a depositary participant will be made during subsequent securities settlement processing and will be credited the business day following the depositary settlement date.

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Such credits or any transactions in such Global Notes settled during such processing will be reported to the relevant Euroclear or Clearstream participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of Global Notes by or through a Clearstream participant or a Euroclear participant to a depositary participant will be received with value on the depositary settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in the depositary.

Although the depositary, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of Global Notes among participants of the depositary, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be discontinued at any time.

Defeasance

The provisions of the indenture relating to defeasance and covenant defeasance described under the caption Description of Debt Securities Satisfaction and Discharge; Defeasance in the accompanying prospectus will apply to the Global Notes.

Sinking Fund

There will not be a sinking fund for the Global Notes.

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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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following summary describes the material U.S. federal income tax considerations relating to the acquisition, ownership and disposition of the Global Notes. This summary is based on the Internal Revenue Code of 1986, as amended, or the Code, and Treasury regulations, rulings and judicial decisions as of the date hereof, all of which may be changed, possibly with retroactive effect.

This summary applies to you only if you acquire the Global Notes for cash in this offering at the initial offering price and hold the Global Notes as capital assets within the meaning of Section 1221 of the Code.

This summary is for general information only and does not address all aspects of U.S. federal income taxation that may be relevant to you in light of your particular circumstances, and it does not address state, local, foreign, alternative minimum or non-income tax considerations that may be applicable to you. Further, this summary does not deal with holders that may be subject to special tax rules, including, but not limited to, insurance companies, tax-exempt organizations, financial institutions, dealers in securities or currencies, U.S. Holders (as described below) whose functional currency is not the U.S. dollar, certain U.S. expatriates or holders who hold the Global Notes as a hedge against currency risks or as part of a straddle, synthetic security, conversion transaction or other integrated transaction for U.S. federal income tax purposes. You should consult your own tax advisor as to the particular tax consequences to you of acquiring, holding or disposing of the Global Notes.

For purposes of this summary, a U.S. Holder is a beneficial owner of a Global Note that, for U.S. federal income tax purposes, is: (a) an individual citizen or resident of the United States; (b) a corporation (or other business entity treated as a corporation) created or organized in or under the laws of the United States or any state thereof (including the District of Columbia); (c) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (d) a trust if (i) a court within the United States is able to exercise primary supervision over the trust's administration and one or more United States persons have the authority to control all substantial decisions of the trust or (ii) such trust has a valid election in effect under applicable Treasury regulations to be treated as a United States person.

For purposes of this summary, a Non-U.S. Holder is a beneficial owner of a Global Note that is neither a U.S. Holder nor a partnership or any entity or arrangement treated as a partnership for U.S. federal income tax purposes.

If a partnership (or other entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds a Global Note, the U.S. federal income tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. If you are a partnership that holds a Global Note or a partner in such a partnership, you should consult your own tax advisor as to the particular U.S. federal income tax consequences applicable to you.

U.S. Holders

Interest

Interest on a Global Note will generally be taxable to you as ordinary interest income as it accrues or is received by you in accordance with your usual method of accounting for U.S. federal income tax purposes.

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Sale, Exchange or Other Taxable Dispositions of Global Notes

If you are a U.S. Holder, upon the sale, exchange, redemption, retirement or other taxable disposition of a Global Note, you will generally recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between (i) the amount of the cash and the fair market value of any property you receive on the sale or other taxable disposition (less an amount attributable to any accrued but unpaid interest, which will be taxable as ordinary interest income to the extent not previously taken into income), and (ii) your adjusted tax basis in the Global Note. Your adjusted tax basis in a Global Note will generally be equal to your cost for the Global Note, reduced by any principal payments you have previously received in respect of the Global Note.

Such gain or loss will generally be treated as capital gain or loss and will be treated as long-term capital gain or loss if your holding period in the Global Note exceeds one year at the time of the disposition. Long-term capital gains of non-corporate taxpayers are subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Additional Tax on Net Investment Income

For taxable years beginning after December 31, 2012, non-corporate U.S. persons will generally be subject to a 3.8% tax on the lesser of (1) the U.S. person's net investment income for the relevant taxable year and (2) the excess of the U.S. person's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals will be between \$125,000 and \$250,000, depending on the individual's tax return filing status). A U.S. Holder's net investment income will generally include any income or gain recognized by such holder with respect to the Global Notes, unless such income or gain is derived in the ordinary course of the conduct of such holder's trade or business (other than a trade or business that consists of certain passive or trading activities).

Backup Withholding and Information Reporting

U.S. federal backup withholding may apply to payments on the Global Notes and proceeds from the sale or other disposition of the Global Notes if you are a non-exempt U.S. Holder and fail to provide a correct taxpayer identification number or otherwise comply with applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided the required information is timely furnished to the Internal Revenue Service (the IRS).

You will also be subject to information reporting with respect to payments on the Global Notes and proceeds from the sale or other disposition of the Global Notes, unless you are an exempt recipient and appropriately establish that exemption.

Non-U.S. Holders

Interest

Subject to the discussion of backup withholding and information reporting below, if you are a Non-U.S. Holder, payments of interest on the Global Notes to you will not be subject to U.S. federal income, branch profits or withholding tax, provided that:

you do not, directly or indirectly, actually or constructively, own 10% or more of the voting power of our stock;

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you are not a bank receiving interest on an extension of credit pursuant to a loan agreement entered into in the ordinary course of your trade or business;

you are not a controlled foreign corporation for U.S. federal income tax purposes that is, actually or constructively, related to us (as provided in the Code);

the interest payments are not effectively connected with your conduct of a trade or business within the United States; and

you meet certain certification requirements.

You will satisfy these certification requirements if you certify on IRS Form W-8BEN or other applicable form, under penalties of perjury, that you are not a United States person within the meaning of the Code, provide your name and address and file such form with the withholding agent.

If you hold a Global Note through a foreign partnership or intermediary, you and the foreign partnership or intermediary must satisfy certification requirements of applicable Treasury regulations.

Even if the requirements listed above are not satisfied, you will be entitled to an exemption from or reduction in U.S. withholding tax provided that:

You are entitled to an exemption from or reduction in withholding tax on interest under a tax treaty between the United States and your country of residence. To claim this exemption or reduction, you must generally complete IRS Form W-8BEN or other applicable form and claim this exemption or reduction on the form; or

The interest income on the Global Note is effectively connected with your conduct of a trade or business in the United States and you provide a properly executed IRS Form W-8ECI.

You may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Sale, Exchange or Other Taxable Dispositions of Global Notes

In addition, subject to the discussion of backup withholding and information reporting below, if you are a Non-U.S. Holder, you will not be subject to U.S. federal income or branch profits tax on the gain you realize on any sale, exchange, redemption, retirement or other taxable disposition of a Global Note, unless:

the gain is effectively connected with your conduct of a trade or business within the United States and, if required by an applicable treaty (and you comply with applicable certification and other requirements to claim treaty benefits), is generally attributable to a U.S. permanent establishment ;

you are an individual and have been present in the United States for 183 days or more in the taxable year of disposition and certain other requirements are met; or

a portion of the gain represents accrued interest, in which case the U.S. federal income tax rules for interest would apply to such portion.

U.S. Trade or Business

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If interest on a Global Note or gain from a disposition of a Global Note is effectively connected with your conduct of a U.S. trade or business, and, if required by an applicable treaty, you maintain a

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U.S. permanent establishment to which the interest or gain is attributable, you will generally be subject to U.S. federal income tax on the interest or gain on a net basis in the same manner as if you were a U.S. Holder. If you are a foreign corporation, you may also be subject to a branch profits tax of 30% of your effectively connected earnings and profits for the taxable year, subject to certain adjustments, unless you qualify for a lower rate under an applicable income tax treaty.

Backup Withholding and Information Reporting

Under current U.S. federal income tax law, backup withholding and information reporting may apply to payments made by us (including our paying agents) to you in respect of the Global Notes, unless you provide an IRS Form W-8BEN or otherwise meet documentary evidence requirements for establishing that you are a Non-U.S. Holder or otherwise establish an exemption. We (or our paying agent) may, however, report payments of interest on the Global Notes.

The gross proceeds from the disposition of your Global Notes may be subject to information reporting and backup withholding tax at the applicable rate. If you sell your Global Notes outside the United States through a foreign office of a foreign broker and the sales proceeds are paid to you outside the United States, then the backup withholding and information reporting requirements will generally not apply to that payment. However, information reporting, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made outside the United States, if you sell your Global Notes through the foreign office of a foreign broker that is, for U.S. federal income tax purposes, a United States person (within the meaning of the Code), a controlled foreign corporation, a foreign person 50% or more of whose gross income is effectively connected with a U.S. trade or business for a specified three-year period or a foreign partnership with certain connections to the United States, unless such broker has in its records documentary evidence that you are not a United States person and certain other conditions are met, or you otherwise establish an exemption. In addition, backup withholding may apply to any payment that the broker is required to report if the broker has actual knowledge that you are a United States person.

You should consult your own tax advisor regarding the application of information reporting and backup withholding in your particular situation, the availability of an exemption from backup withholding and the procedure for obtaining such an exemption, if available.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided the required information is timely furnished to the IRS.

The U.S. federal tax discussion set forth above is included for general information only and may not be applicable depending on a holder's particular situation. Holders should consult their tax advisors with respect to the tax consequences to them of the beneficial ownership and disposition of the Global Notes, including the tax consequences under state, local, foreign and other tax laws and the possible effects of changes in U.S. federal and other tax laws.

European Union Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income, each member state is required to provide to the tax authorities of another member state details of payments of interest or other similar income paid by a person within its jurisdiction to, or collected by such a person for, an

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individual resident in that other member state; provided, however, that for a transitional period, Austria and Luxembourg are instead required to apply a withholding system in relation to such payments, deducting tax at rates rising over time to 35%. The transitional period is to terminate at the end of the first full fiscal year following agreement by certain non-EU countries to the exchange of information relating to such payments.

A number of non-EU countries and certain dependent or associated territories of certain member states, have agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a person within its jurisdiction to, or collected by such a person for, an individual resident in a member state. In addition, the member states have entered into reciprocal provision of information or transitional withholding arrangements with certain of those dependent or associated territories in relation to payments made by a person in a member state to, or collected by such a person for, an individual resident in one of those territories.

Investors who may be affected by any of these arrangements are advised to consult with their own professional advisors.

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Under the terms and conditions contained in an underwriting agreement dated May 25, 2011, we have agreed to sell to the underwriters named below, for which Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBS Securities Inc. are acting as representatives, and each underwriter has agreed severally to purchase, the following principal amounts of the 2013 Floating Rate Global Notes, the 2014 Floating Rate Global Notes, the 1.550% Global Notes, the 2.650% Global Notes and the 4.300% Global Notes set forth opposite its name below.

Underwriter	Principal Amount of 2013 Floating Rate Global Notes	Principal Amount of 2014 Floating Rate Global Notes	Principal Amount of 1.550% Global Notes	Principal Amount of 2.650% Global Notes	Principal Amount of 4.300% Global Notes
Deutsche Bank Securities Inc.	\$ 495,833,000	\$ 141,667,000	\$ 141,667,000	\$ 283,333,000	\$ 354,167,000
J.P. Morgan Securities LLC	495,833,000	141,667,000	141,667,000	283,333,000	354,167,000
RBS Securities Inc.	495,833,000	141,667,000	141,667,000	283,333,000	354,167,000
Barclays Capital Inc.	29,166,000	8,334,000	8,334,000	16,666,000	20,834,000
BNP Paribas Securities Corp.	29,166,000	8,334,000	8,334,000	16,666,000	20,834,000
Citigroup Global Markets Inc.	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Credit Suisse Securities (USA) LLC	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
HSBC Securities (USA) Inc.	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Mitsubishi UFJ Securities (USA), Inc.	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Morgan Stanley & Co. Incorporated	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Wells Fargo Securities, LLC	29,167,000	8,333,000	8,333,000	16,667,000	20,833,000
Total	\$ 1,750,000,000	\$ 500,000,000	\$ 500,000,000	\$ 1,000,000,000	\$ 1,250,000,000

The underwriting agreement provides that the underwriters are obligated to purchase all of the Global Notes if any are purchased. In addition, the underwriting agreement provides that, if an underwriter defaults on its purchase obligations, and such underwriter's purchase commitment was less than 10% of the aggregate amount of the Global Notes, the purchase commitments of non-defaulting underwriters with respect to the Global Notes shall be increased proportionately to take up and pay for the Global Notes which the defaulting underwriter failed to purchase. If the defaulting underwriter's purchase commitment was more than 10% of the aggregate principal amount of the Global Notes, the purchase commitments of the non-defaulting underwriters with respect to the Global Notes may be increased or the offering of the Global Notes may be terminated.

The underwriters propose to offer the Global Notes initially at the public offering prices on the cover page of this prospectus supplement and to selected broker-dealers at that price, in the case of the 2013 Floating Rate Global Notes, less a concession of 0.100% of the principal amount per Global Note, in the case of the 2014 Floating Rate Global Notes, less a concession of 0.125% of the principal amount per Global Note, in the case of the 1.550% Global Notes, less a concession of 0.125% of the principal amount per Global Note, in the case of the 2.650% Global Notes, less a concession of 0.200% of the principal amount per Global Note, and in the case of the 4.300% Global Notes, less a concession of 0.300% of the principal amount per Global Note. The underwriters and selected broker-dealers may allow a discount on sales to other broker-dealers, in the case of 2013 Floating Rate Global Notes, of 0.025% of such principal amount, in the case of 2014 Floating Rate Global Notes, of 0.025% of such principal amount, in the case of 1.550% Global Notes, of 0.025% of such principal amount, in the case of 2.650% Global Notes, of 0.025% of such principal amount, and in the case of the 4.300% Global

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Notes, of 0.125% of such principal amount. After the initial public offering of the Global Notes, the public offering prices and concessions and discounts to broker-dealers and other selling terms with respect thereto may be changed.

We estimate that our out-of-pocket expenses for this offering will be approximately \$1,350,000.

We have agreed to indemnify the underwriters against certain liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the underwriters may be required to make in that respect.

The underwriters may engage in over-allotment, stabilizing transactions, syndicate covering transactions and penalty bids, in accordance with Regulation M under the Securities Exchange Act of 1934, as amended, as described below:

Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position.

Stabilizing transactions permit bids to purchase the underlying security as long as the stabilizing bids do not exceed a specified maximum.

Syndicate covering transactions involve purchases of Global Notes in the open market after the distribution of such Global Notes has been completed in order to cover syndicate short positions.

Penalty bids permit the representatives to reclaim a selling concession from a syndicate member when the Global Notes originally sold by such syndicate member are purchased in a stabilizing transaction or a syndicate covering transaction to cover syndicate short positions.

Such stabilizing transactions, syndicate covering transactions and penalty bids may cause the price of the Global Notes to be higher than it would otherwise be in the absence of such transactions.

Certain of the underwriters and their respective affiliates have performed from time to time, are currently performing and may perform in the future various financial advisory, commercial banking and investment banking services for us, for which they received or will receive customary fees.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the account of their customers. Such investments and securities activities may involve securities and/or investments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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OFFERING RESTRICTIONS

The Global Notes are offered for sale in the United States and in jurisdictions outside the United States, subject to applicable law.