

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2001-02-02** | Period of Report: **2001-01-25**
SEC Accession No. **0001018777-01-000006**

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SUBJECT COMPANY

COMPAQ COMPUTER CORP

CIK: **714154** | IRS No.: **760011617** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-09026** | Film No.: **1523930**
SIC: **3570** Computer & office equipment

Mailing Address
20555 STATE HIGHWAY 249
M/C 110701
HOUSTON TX 77070-2698

Business Address
20555 STATE HIGHWAY 249
M/C 110701
HOUSTON TX 77070
281-518-51732

REPORTING OWNER

LITVACK SANFORD M

CIK: **1133688**
Type: **3**

Mailing Address
C/O COMPAQ COMPUTER
CORP
PO BOX 692000 MC 110701
HOUSTON TX 77269-2000

Business Address
C/O COMPAQ COMPUTER
CORP
PO BOX 692000 MC 110701
HOUSTON TX 77269-2000

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<CAPTION>

U.S. SECURITIES AND EXCHANGED COMMISSION
Washington, D.C. 20549

FORM 3

OMB APPROVAL

INITIAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act 1940

OMB Number 3235-0104
Expires: September 30, 1998
Estimated ave. burden
hours per response.....0.5

1. Name and Address of Reporting Person* Litvack Sanford M. (Last) (First) (MI) 20555 SH 249 M/C 110701 (Street) Houston TX 77070 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) January 25, 2001	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Issuer Name and Ticker or Trading Symbol Compaq Computer Corporation (CPQ)	5. Relationship of Reporting Person to Issuer (Check all Applicable) X Director 10% Owner Officer Other ---(give title below)---(Specify below) Senior VP and Chief Technology Officer	6. If Amendment, Date of Original (Mon/Day/Year)	7. Individual or Joint/ Group Filing (Check Applicable Line) X Form filed by One Reporting Person --- Form filed by More than Reporting Person
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TABLE I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<S> Common Stock	<C> 85	<C> I	<C> 401K Plan
Common Stock	40,000	D	

Reminder: Report on a separate line for each class securities owned directly or indirectly.

SEC 1473 (7-96)

*If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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FORM 3 (continued)

TABLE II - Derivative Securities Beneficially Owned

(e.g., puts, calls, warrants, options, convertible security)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Own. Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
<S> Stock Option (Right to buy)	<C> 01/24/02 (01)	<C> 01/24/10 Common Stock	<C> 31,250 \$22.40	<C> D	<C> <C>

Explanation of Responses:

(01) This grant becomes exercisable on the first anniversary of the date of grant.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Sanford M. Litvack

01/30/2001

**Signature of Reporting Person

Date

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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Potential persons who are to respond to the collection of informations contained in this form are not required to respond unless the form displays a currently valid OMD Number.

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CONFIRMING STATEMENT

This statement confirms that the undersigned has authorized and designated Linda S. Auwers, Vice President, Associate General Counsel and Secretary of Compaq Computer Corporation or Connie Levo (each individually, the "Authorized Person") to execute and file on the undersigned's behalf Forms 4 and Forms 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Compaq Computer Corporation. The authority of the Authorized Person under this Statement shall continue until the undersigned is no longer required to file Forms 4 and Forms 5 with regard to the undersigned's ownership of or transactions in securities of Compaq Computer Corporation, unless earlier revoked in writing. The undersigned acknowledges that the Authorized Person is not assuming nor is Compaq Computer Corporation assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Sandford M. Litvack

Name: Sanford M. Litvack
Title: Director

Dated: January 30, 2001