

HEWLETT PACKARD CO
Form 4
December 13, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LESJAK CATHERINE A

(Last) (First) (Middle)

C/O HEWLETT-PACKARD
COMPANY, 3000 HANOVER
STREET

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/10/2011		M		35,560	A	\$ 27.9
Common Stock	12/10/2011		F		16,070	D	\$ 27.9
Common Stock					22,746 ⁽¹⁾	I	
							Morgan Stanley Smith Barney Joint Account with

Common Stock 306 ⁽¹⁾ I Spouse By Spouse

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(2)</u>	12/10/2011		M		11,451 <u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	11,451
Restricted Stock Units	<u>(2)</u>	12/10/2011		M		24,109 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	24,109
Restricted Stock Units	<u>(2)</u>	10/05/2011		A	431.3361 <u>(5)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	431.3361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESJAK CATHERINE A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP & CFO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Catherine A. Lesjak

12/13/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) There is no reportable change since the last filing. This is a reiteration of holdings only.

(2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 12/10/09 the reporting person was granted 22,476 restricted stock units ("RSUs"), 11,238 of which vested on 12/10/10 and 11,238 of which vested on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 5 includes 37.2530 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 56.5197 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimus adjustment of 0.1213 due to fractional rounding of the dividend equivalent rights.

(3) rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 56.5197 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimus adjustment of 0.1213 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/10 the reporting person was granted 47,635 restricted stock units ("RSUs"), 23,817 of which vested on 12/10/11 and 23,818 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 157.9061 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 239.5725 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11. The number of derivative securities beneficially owned in column 5 includes 291 vested dividend equivalent rights and a de minimus adjustment of 0.8062 due to fractional rounding of the dividend equivalent rights.

(4) includes 157.9061 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 239.5725 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11. The number of derivative securities beneficially owned in column 5 includes 291 vested dividend equivalent rights and a de minimus adjustment of 0.8062 due to fractional rounding of the dividend equivalent rights.

On 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 431.3361 dividend equivalent rights being reported reflect 431.3361 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

(5) On 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 431.3361 dividend equivalent rights being reported reflect 431.3361 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

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

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