

LIVERMORE ANN M
Form 4
January 20, 2010

FORM 4

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

OMB APPROVAL

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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 *
LIVERMORE ANN M

(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)
01/15/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, EB

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	01/15/2010		M	V	14,467 \$ 52.47	A	107,693.3085 (1)	D
Common Stock	01/15/2010		F		5,401 \$ 52.47	D	102,292.3085	D
Common Stock	01/18/2010		F		4,988 \$ 52.47	D	97,304.3085	D
Common Stock							3,966.9629 (2)	I
								By Fidelity Investments Institutional Services

Company,
Inc.

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(3)	01/15/2010		M	14,467	(4) (4)	Common Stock 14,467
Restricted Stock Units	(3)	01/06/2010		A	49,2281	(5) (5)	Common Stock 49,2281

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIVERMORE ANN M
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, EB

Signatures

/s/ David Ritenour as Attorney-in-Fact for Ann M.
Livermore

01/20/2010

**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) The total beneficial ownership includes 7.7531 shares at \$51.9377 per share acquired through dividends paid under the HP Share Ownership Plan ("SOP") on 01/06/10 with respect to shares held under the SOP.

(2)

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These shares were held indirectly under HP's 401(k) Plan as of 12/31/09. Fidelity Investments Institutional Services Company, Inc. accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.

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

As previously reported, on 01/15/09 the reporting person was granted 28,710 restricted stock units ("RSUs"), 14,355 of which vested on 01/15/10, and 14,355 of which will vest on 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as

- (4) dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 44.0169 dividend equivalent rights at \$52.18 per RSU credited to the reporting person's account on 01/06/10, and a de minimus adjustment of .4197 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/09 the Reporting Person was granted 32,109 restricted stock units ("RSUs"), 16,054 of which will vest on 12/10/10 and 16,055 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as

- (5) dividends are paid on HP common stock. The 49.2281 dividend equivalent rights being reported reflect 49.2281 dividend equivalent rights at \$52.18 per RSU credited to the Reporting Person's account on 01/06/10.

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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