

JOSHI VYOMESH
Form 4
December 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
JOSHI VYOMESH

(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)
11/30/2011

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 IPG

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					11,276.1264 (1) (2)	D	
Common Stock	11/30/2011		M		200,000	A	\$ 22.015
Common Stock	11/30/2011		S		200,000	D	\$ 28
Common Stock					208,824 (3)	I	By 2001 Joshi Living Trust

				Account (at Goldman Sachs)
Common Stock		50,000 ⁽⁴⁾	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock		50,000 ⁽⁴⁾	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock		1,475 ⁽⁴⁾	I	By 2001 Joshi Living Trust Account (Charles Schwab)

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 Underlying Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 22.015	11/30/2011		M	200,000	03/18/2005 ⁽⁵⁾	03/18/2012 ⁽⁶⁾	Common Stock
	<u>(7)</u>	07/06/2011		A		<u>(8)</u>	<u>(8)</u>	

Restricted Stock Units				100.4732					Comm Sto
				<u>(8)</u>					
Restricted Stock Units	<u>(7)</u>	07/06/2011	A	295.6704		<u>(9)</u>		<u>(9)</u>	Comm Sto
				<u>(9)</u>					
Restricted Stock Units	<u>(7)</u>	10/05/2011	A	575.1148		<u>(10)</u>		<u>(10)</u>	Comm Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOSHI VYOMESH C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP IPG	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Vyomesh I. Joshi

12/02/2011

**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) The total beneficial ownership includes 682,6872 shares at \$25.2795 per share acquired under the 2011 Employee Stock Purchase Plan ("ESPP") on 10/31/11. The total beneficial ownership also includes 25,2410 shares at \$36.051 per share acquired through dividends paid under the ESPP on 07/06/11, and 35,4606 shares at \$25.7231 per share acquired through dividends paid under the ESPP on 10/05/11 with respect to shares held under the ESPP.
 - (2) The total beneficial ownership reflects a decrease of 140,291 shares due to the transfer of 140,291 shares into the 2001 Joshi Living Trust Account on 08/03/11.
 - (3) The total indirect beneficial ownership reflects an increase of 140,291 shares due to the transfer of 140,291 shares previously reported as being held directly by the reporting person into his 2001 Joshi Living Trust Account.
 - (4) There is no reportable change since the last filing. This is a reiteration of holdings only.
 - (5) This option became exercisable in four equal annual installments beginning on this date.
 - (6) This option is no longer exercisable beginning on this date.
 - (7) 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 24,081 restricted stock units ("RSUs"), 12,040 of which vested on 12/10/10 and 12,041 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 100.4732 dividend equivalent rights being reported reflect 39,9149 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 60,5583 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.
 - (8) As previously reported, on 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which will vest on each of 12/10/11 and 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 295.6704 dividend equivalent rights being reported reflect 117,4608 dividend equivalent rights at \$36.20 per RSU

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credited to the reporting person's account on 07/06/11, and 178.2096 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

- (10) As previously reported, on 06/27/11 the reporting person was granted 114,352 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 575.1148 dividend equivalent rights being reported reflect 575.1148 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.