

Hinshaw John M
 Form 4
 November 19, 2012

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 *
 Hinshaw John 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)
 11/15/2012

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, Global Tech

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	11/15/2012		M	A	\$ 18,451 13.08	D	
Common Stock	11/15/2012		F	D	\$ 6,769 13.08	D	

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

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 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units	(1)	11/15/2012		M	18,451 (3)	(2) (2)	Common Stock 18
Restricted Stock Units	(1)	01/04/2012		A	480,6309 (4)	(4) (4)	Common Stock 480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinshaw John M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, Global Tech	

Signatures

/s/ David Ritenour as Attorney-in-Fact for John M. Hinshaw

11/19/2012

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

As previously reported, on 11/15/11 the reporting person was granted 54,000 restricted stock units ("RSUs"), 18,000 of which vested on 11/15/12, and 18,000 of which will vest on each of 11/15/13 and 11/15/14. 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 243.4260 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 278.5899 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 351.4793 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 478.0684 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(3) The number of derivative securities in column 5 includes 451 vested dividend equivalent rights and a de minimus adjustment of 0.4364 due to fractional rounding of the dividend equivalent rights.

(4) As previously reported, on 12/12/11 the reporting person was granted 19,203 restricted stock units ("RSUs"), 6,401 of which will vest on each of 12/12/12, 12/12/13, and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 480.6309 dividend equivalent rights being reported reflect 86.5650 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 99.0696 dividend equivalent rights at \$23.26 per RSU credited to the

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reporting person's account on 04/04/12; 124.9899 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 170.0064 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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.