HEWLETT PACKARD CO

Form 4 April 21, 2011

FORM 4

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

OMB Number:

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BABBIO LAWRENCE T JR

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEWLETT PACKARD CO [HPQ]

(Middle)

(Check all applicable)

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER

STREET

(City)

1. Title of

Security

(Instr. 3)

Stock

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 04/19/2011

X_ Director 10% Owner Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94304

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount Price (D)

Common 04/19/2011 M

1.645 \$0 40,659 (1)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)		Date (Month/Day/Year)		Under (Instr.
							Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Restricted Stock Units	<u>(2)</u>	04/06/2011		A	3.1705 (3)		04/19/2011(3)	04/19/2020(3)	Com
Restricted Stock Units	(2)	04/19/2011		M		1,644.3685	04/19/2011(3)	04/19/2020(3)	Com

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Name, Maries	Director	10% Owner	Officer	Other	
BABBIO LAWRENCE T JR					
C/O HEWLETT-PACKARD COMPANY	X				
3000 HANOVER STREET	Λ				
PALO ALTO, CA 94304					

3. Transaction Date 3A. Deemed

Signatures

1. Title of

/s/ David Ritenour as Attorney-in-Fact for Lawrence T. Babbio, Jr.

04/21/2011

5. Number of Derivative 6. Date Exercisable and Expiration 7. Titl

**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 amount reported reflects a deminimus adjustment of shares due to the rounding and prior reporting of fractional shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 04/19/10 the reporting person was granted 1,632 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 3.1705 dividend equivalent rights being
- reported reflect 3.1705 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11. These RSUs cliff vested on 04/19/11, at which time the vested shares were delivered to the reporting person.

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.

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