WHITMAN MARGARET C

Form 4

September 29, 2011

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

OMB

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHITMAN MARGARET C Issuer Symbol HEWLETT PACKARD CO [HPQ] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O HEWLETT-PACKARD 09/27/2011 below) COMPANY, 3000 HANOVER President & CEO **STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PALO ALTO, CA 94304 Person (City) (State) (Zip)

1. Title of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

 $0^{(1)}$ D Stock

Common Living 66 (1) I Stock Trust

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Underlyin (Instr. 3 at
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-employed Stock Option (right to buy)	\$ 23.59	09/27/2011		A	300,000	09/27/2012(2)	09/27/2019(4)	Commo Stock
Non-employed Stock Option (right to buy)	\$ 23.59	09/27/2011		A	800,000	09/27/2012(3)	09/27/2019(4)	Commo Stock
Non-employed Stock Option (right to buy)	\$ 23.59	09/27/2011		A	800,000	09/27/2013(3)	09/27/2019(4)	Commo Stock
Restricted Stock Units	<u>(5)</u>	07/06/2011		A	22.495	<u>(6)</u>	<u>(6)</u>	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
Topotonia o materialista	Director	10% Owner	Officer	Other	
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		President & CEO		

Signatures

/s/ David Ritenour as Attorney-in-Fact for Margaret C.
Whitman 09/29/2011

**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) This option will become exercisable in three annual installments beginning on this date.
- (3) This option will cliff vest and become exercisable beginning on this date subject to the satisfaction of certain stock price performance conditions.
- (4) This option is no longer exercisable beginning on this date.

Reporting Owners 2

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- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 04/25/11 the reporting person was granted 6,786 restricted stock units ("RSUs"), all of which will cliff vest on 04/25/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 22.4950 dividend equivalent rights being reported reflect 22.4950 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11.

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.