

KEOGH TRACY S
Form 4
December 14, 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 *
KEOGH TRACY S

(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)
12/12/2011

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 HR

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock					0	D	

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

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SEC 1474 (9-02)

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

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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 of Underlying (Instr. 3)
				Code V	(A)	(D)	
Non-employee Stock Option (right to buy)	\$ 27.34	12/12/2011		A	109,730	12/12/2013 ⁽¹⁾ 12/12/2019 ⁽²⁾	Comm Stock
Restricted Stock Units	⁽³⁾	07/06/2011		A	191.4673 ⁽⁴⁾	⁽⁴⁾ ⁽⁴⁾	Comm Stock
Restricted Stock Units	⁽³⁾	12/12/2011		A	27,433 ⁽⁵⁾	⁽⁵⁾ ⁽⁵⁾	Comm Stock
Restricted Stock Units	⁽³⁾	12/12/2011		A	63,095 ⁽⁶⁾	⁽⁶⁾ ⁽⁶⁾	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOGH TRACY S C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP HR	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Tracy S. Keogh
 12/14/2011
 **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) This option will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, in both cases subject to the satisfaction of certain stock price performance conditions prior to the fourth anniversary of the grant date.
- (2) This option is no longer exercisable beginning on this date.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 On 04/25/11 the reporting person was granted 22,946 restricted stock units ("RSUs"), 11,473 of which will vest on each of 04/25/12 and 04/25/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The
- (4) 191.4673 dividend equivalent rights being reported reflect 76.0641 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11 and 115.4032 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.
- (5)

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On 12/12/11 the reporting person was granted 27,433 restricted stock units ("RSUs"), 9,144 of which will vest on each of 12/12/12 and 12/12/13, and 9,145 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

(6) On 12/12/11 the reporting person was granted 63,095 restricted stock units ("RSUs"), 21,031 of which will vest on 12/12/12, and 21,032 of which will vest on each of 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.

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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