JOSHI VYOMESH

Form 4 June 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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 * JOSHI VYOMESH

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

below)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/27/2011

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

(Check all applicable)

EVP IPG

below)

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER **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

(Street)

PALO ALTO, CA 94304

(City)	(State)	$^{(Z_1p)}$ 7	Гable I - Non	-Derivative Securities	Acquired, Disposed	l of, or Benefici	ally Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature o
Security	(Month/Day/Year)	Execution Date,	, if Transac	tionAcquired (A) or	Securities	Ownership	Indirect

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Beneficially Owned Following (D) or Reported Transaction(s) (Instr. 4)

of Form: Direct Beneficial Ownership Indirect (I) (Instr. 4)

Code V Amount (D) Price

(Instr. 3 and 4)

Common 150,823.7376 D (1) Stock

> By 2001 Joshi Living

Common Stock

(Instr. 3)

 $1,475 \stackrel{(2)}{=}$ Ι Trust Account (Charles

Common Stock

 $68,533 \frac{(3)}{}$

Schwab) By 2001

Joshi

Ι

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		_~9	ag. 0001							
									Living Trust Account (at Goldman Sachs)	
Common Stock						0 (4)		I	By Vyomesh I. Joshi 2009 GRAT (a Goldman Sachs)	nt
Common Stock						0 (4)		I	By Uma Joshi 200 GRAT (a Goldman Sachs))9 1t
Common Stock						50,00)0 <u>(2)</u>	I	By Vyomesh I. Joshi 2010 GRAT (a Goldman Sachs)	nt
Common Stock						50,00	00 (2)	I	By Uma Joshi 201 GRAT (a Goldman Sachs)	10 at
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	Code	5. Number orDerivative Securities Acquired (Disposed of (Instr. 3, 4	e (A) or of (D)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Restricted Stock Units	<u>(5)</u>	04/06/2011	A	23.3919 (6)	<u>(6)</u>	<u>(6)</u>	Common Stock	23.3919
Restricted Stock Units	<u>(5)</u>	04/06/2011	A	68.8373 (7)	<u>(7)</u>	<u>(7)</u>	Common Stock	68.8373
Restricted Stock Units	<u>(5)</u>	06/27/2011	A	114,352	(8)	<u>(8)</u>	Common Stock	114,352

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting 6 wher runner runners	Director	10% Owner	Officer	Other		
JOSHI VYOMESH						
C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET			EVP IPG			
PALO ALTO, CA 94304						

Signatures

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

Joshi

**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 includes the acquisition of 14.7016 shares at \$41.2068 per share received on 04/06/11 through dividends paid under the HP Share Ownership Plan ("SOP") with respect to shares held under the SOP.
- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- The total indirect beneficial ownership reflects an increase of 60,000 shares due to the transfer of 11,530 shares from each of the Vyomesh I. Joshi 2009 GRAT and the Uma V. Joshi 2009 GRAT into the 2001 Joshi Living Trust Account on 02/28/11 and 18,470 shares from each of Vyomesh I. Joshi 2009 GRAT and the Uma V. Joshi 2009 GRAT into the 2001 Joshi Living Trust Account on 06/03/11
- (4) The total indirect beneficial ownership reflects a decrease of 30,000 shares due to the transfer of 11,530 shares to the 2001 Joshi Living Trust Account on 02/28/11, and 18,470 shares to the 2001 Joshi Living Trust Account on 06/03/11.
- (5) 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 23.3919 dividend equivalent rights being reported reflect 23.3919 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.
- 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 68.8373 dividend equivalent rights being reported reflect 68.8373 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.

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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 (8) 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.

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.