

HOMLISH MARTIN J
Form 4
December 10, 2012

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 *
HOMLISH MARTIN J

(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)
12/06/2012

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 & CMO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 8,801 ⁽¹⁾ | 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 and Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 13.83 | 12/06/2012 | | A | | 556,761 | | 12/06/2014 ⁽²⁾ | 12/06/2020 ⁽²⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 12/06/2012 | | A | | 59,653 ⁽⁴⁾ | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 07/05/2012 | | A | | 209,752 ⁽⁵⁾ | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 07/05/2012 | | A | | 463,563 ⁽⁶⁾ | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 07/05/2012 | | A | | 786,657 ⁽⁷⁾ | | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HOMLISH MARTIN J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP & CMO | |

Signatures

| | |
|---|------------|
| David Ritenour as Attorney-in-Fact for Martin J. Homlish | 12/10/2012 |
| ⁽¹⁾ 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.

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- (2) 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

On 12/06/12 the reporting person was granted 59,653 restricted stock units ("RSUs"), 19,884 of which will vest on each of 12/06/13 and 12/06/14, and 19,885 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

(5) As previously reported, on 06/01/11 the reporting person was granted 27,308 restricted stock units ("RSUs"), 13,654 of which vested on 06/01/12 and 13,654 of which will vest on 06/01/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 209.7527 dividend equivalent rights being reported reflect 88.8722 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 120.8805 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(6) As previously reported, on 12/12/11 the reporting person was granted 30,176 restricted stock units ("RSUs"), 10,058 of which will vest on 12/12/12, and 10,059 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. The 463.5635 dividend equivalent rights being reported reflect 196.4118 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 267.1517 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(7) As previously reported, on 12/12/11 the reporting person was granted 51,208 restricted stock units ("RSUs"), 17,069 of which will vest on each of 12/12/12 and 12/12/13, and 17,070 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. The 786.6570 dividend equivalent rights being reported reflect 333.3065 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 453.3505 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.