

JOSHI VYOMESH
Form 4
December 13, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
JOSHI VYOMESH

(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)
12/10/2011

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 IPG

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/10/2011 | | M | | 30,203 | A | \$ 27.9 |
| Common Stock | 12/10/2011 | | F | | 14,101 | D | \$ 27.9 |
| Common Stock | | | | | 280,064 ⁽¹⁾ | I | |

By 2001 Joshi Living Trust Account (at Goldman

| | | | |
|--------------|-----------------------|---|--|
| Common Stock | 14,380 ⁽²⁾ | I | Sachs) By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs) |
| Common Stock | 14,380 ⁽²⁾ | I | By Uma V. Joshi 2010 GRAT (at Goldman Sachs) |
| Common Stock | 1,475 ⁽³⁾ | I | By 2001 Joshi Living Trust Account (Charles Schwab) |

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.

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(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) | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | ⁽⁴⁾ | 12/10/2011 | | M | 12,269 ⁽⁵⁾ | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 12,269 |
| Restricted Stock Units | ⁽⁴⁾ | 12/10/2011 | | M | 17,934 ⁽⁶⁾ | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 17,934 |

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ David Ritenour as Attorney-in-Fact for Vyomesh I. Joshi | 12/13/2011 |
| **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) The total indirect beneficial ownership reflects an increase of 71,240 shares due to the transfer of 35,620 shares previously reported as being held indirectly by each of the reporting person and his spouse into their 2001 Joshi Living Trust Account on 12/06/11.
 - (2) The total indirect beneficial ownership for the reporting person and his spouse reflects a decrease due to the transfer of 35,620 shares from each of their 2010 GRATs into the reporting person's Joint Living Trust with his spouse on 12/06/11.
 - (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
 - (4) 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 vested on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 5 includes 228 vested dividend equivalent rights and a de minimus adjustment of 0.3408 due to fractional rounding of the dividend equivalent rights.
 - (6) As previously reported, on 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which vested on 12/10/11 and 17,717 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 5 includes 217 vested dividend equivalent rights and a de minimus adjustment of 0.4142 due to fractional rounding of the dividend equivalent rights.

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.