

JOSHI VYOMESH
Form 4
March 05, 2012

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)
03/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP IPG

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2012		M	100,000 A \$ 22.015	111,312.8699 (1) (2)	D	
Common Stock	03/01/2012		S	100,000 (3) D \$ 25.4589 (4)	11,312.8699	D	
Common Stock					296,166 (5)	I	By 2001 Joshi Living Trust Account (at

Common Stock	14,380 ⁽⁶⁾	I	Goldman Sachs) By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock	14,380 ⁽⁶⁾	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock	1,475 ⁽⁶⁾	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.

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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)

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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 22.015	03/01/2012		M	100,000	03/18/2005 ⁽⁷⁾	03/18/2012	Common Stock
Restricted Stock Units	⁽⁸⁾	01/04/2012		A	79.8663 ⁽⁹⁾	⁽⁹⁾	⁽⁹⁾	Common Stock

Restricted Stock Units	(8)	01/04/2012	A	515.4861 (10)	(10)	(10)	Common Stock
Restricted Stock Units	(8)	01/04/2012	A	296.7904 (11)	(11)	(11)	Common Stock

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

03/05/2012

__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 beneficial ownership includes 36,7435 shares at \$26.5149 per share acquired through dividends paid in shares under the HP 2011 Employee Stock Ownership Plan ("ESPP") on 01/04/12 with respect to shares held under the ESPP.
- (2) The total direct beneficial ownership reflects a decrease of 16,102 shares due to the transfer of 16,102 shares into the 2001 Joshi Living Trust Account on 02/01/12.
- (3) The sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/05/11. The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.36 to \$25.62. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
- (4) The total indirect beneficial ownership reflects an increase of 16,102 shares due to the transfer of 16,102 shares to the 2001 Joshi Living Trust Account on 02/01/12.
- (5) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (6) This option became exercisable in four equal annual installments beginning on this date.
- (7) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (8) 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 79.8663 dividend equivalent rights being reported reflect 79.8663 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.
- (9) As previously reported, 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 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. The 515.4861 dividend equivalent rights being reported reflect 515.4861 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.
- (10) As previously reported, on 12/12/11 the reporting person was granted 65,838 restricted stock units ("RSUs"), 21,946 of which will vest on each of 12/12/12, 12/12/13, and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are

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paid on HP common stock. The 296.7904 dividend equivalent rights being reported reflect 296.7904 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

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