

HEWLETT PACKARD CO
Form 4
January 21, 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 *
BABBIO LAWRENCE T JR

(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)
01/21/2011

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)

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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/21/2011		M			2,046	A	\$ 13.44	41,060	D	
Common Stock	01/21/2011		S			2,046 (1)	D	\$ 47.5	39,014	D	
Common Stock	01/21/2011		M			15,812	A	\$ 26.88	54,826	D	
Common Stock	01/21/2011		S			15,812 (1)	D	\$ 47.5	39,014	D	

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

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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 of Underlying Security (Instr. 3)
				Code V	(A)	(D)	Title
Nonemployee Stock Option (Right to Buy)	\$ 26.88	01/21/2011		M	15,812	04/26/2001 ⁽²⁾ 04/26/2011	Comm Stoc
Nonemployee Stock Option (Right to Buy)	\$ 13.44	01/21/2011		M	2,046	04/26/2001 ⁽²⁾ 04/26/2011	Comm Stoc
Restricted Stock Units	<u>(3)</u>	07/07/2010		A	9,198 <u>(4)</u>	04/19/2011 ⁽⁴⁾ 04/19/2020 ⁽⁴⁾	Comm Stoc

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BABBIO LAWRENCE T JR
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ David Ritenour as Attorney-in-Fact for Lawrence T. Babbio, Jr.

01/21/2011

 **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 sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/01/10.
- (2) This option cliff vested and became exercisable beginning on this date.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

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- On 04/19/10 the reporting person was granted 1,632 restricted stock units ("RSUs"), all of which will cliff vest on 04/19/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 9.198 dividend equivalent rights being reported reflect 2.9039 dividend equivalent rights at \$44.96 per RSU credited to the Reporting Person's account on 07/07/10; 3.2047 dividend equivalent rights at \$40.74 per RSU credited to the Reporting Person's account on 10/06/10; and 3.0894 dividend equivalent rights at \$42.26 per RSU credited to the Reporting Person's Account on 12/30/10.

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.