

SCHULTZ JOHN F
 Form 4
 November 02, 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 *
 SCHULTZ JOHN F

(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)
 10/31/2012

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, GC & SEC

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 10/31/2012 | | M | V Amount (A) or (D) Price \$ 5,745 A 13.85 | 38,162.5245 (1) | D | |
| Common Stock | 10/31/2012 | | F | V Amount (A) or (D) Price \$ 2,108 D 13.85 | 36,054.5245 | 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)

| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock | (2) | 07/05/2012 | | A | 61,448 (3) | (3) (3) | Common Stock 61.4 |
| Restricted Stock | (2) | 10/31/2012 | | M | 5,745 (4) | (4) (4) | Common Stock 5,7 |
| Restricted Stock | (2) | 07/05/2012 | | A | 230,4299 (5) | (5) (5) | Common Stock 230.4 |
| Restricted Stock | (2) | 07/05/2012 | | A | 184,3439 (6) | (6) (6) | Common Stock 184.3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULTZ JOHN F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP, GC & SEC | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for John F. Schultz

11/02/2012

**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).

The total beneficial ownership includes 1.9529 shares at \$19.6980 per share acquired through dividends paid in shares on 07/05/12 under the HP 2011 Employee Stock Ownership Plan ("ESPP"), and 2.5283 shares at \$15.29 per share acquired through dividends paid in shares on 10/03/12 with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 3.2060 shares at \$20.3857 per share received on 07/06/12 through dividends paid in shares, and 4.2910 shares at \$15.3279 per share received on 10/04/12 through dividends paid in shares.

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

As previously reported, on 12/10/10 the reporting person was granted 6,000 restricted stock units ("RSUs"), 2,000 of which vested on 12/10/11, and 2,000 of which will vest on each of 12/10/12 and 12/10/13. Dividend equivalent rights accrue with respect to these RSUs

(3) when and as dividends are paid on HP common stock. The 61.4480 dividend equivalent rights being reported reflect 26.0355 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 35.4125 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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As previously reported, on 08/01/11 the reporting person was granted 11,240 restricted stock units ("RSUs"), 2,810 of which vested on 10/31/11, and 5,620 of which will vest on 10/31/12, and 2,810 of which will vest on 04/30/13. 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

(4) immediately prior to the transaction being reported includes 54.8698 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 74.6318 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12. The number of derivative securities beneficially owned in column 5 includes 125 vested dividend equivalent rights and a de minimus adjustment of 0.0059 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which will vest on each of 12/07/12, 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on

(5) HP common stock. The 230.4299 dividend equivalent rights being reported reflect 97.6331 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 132.7968 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

As previously reported, on 05/16/12 the reporting person was granted 12,000 restricted stock units ("RSUs"), 4,000 of which will vest on each of 05/16/13, 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on

(6) HP common stock. The 184.3439 dividend equivalent rights being reported reflect 78.1065 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 106.2374 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.