

HEWLETT PACKARD CO
Form 4
April 23, 2013

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 *
GUPTA RAJIV

(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)
04/20/2013

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/20/2013		M	3,678 A \$ 0	18,448	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 of Underlying Security (Instr. 3)
Restricted Stock Units	(1)	04/20/2013		M	3,678 (2) (3)	(2) (2)	Common Stock
Restricted Stock Units	(1)	04/22/2013		A	4,429	(4) (4)	Common Stock
Nonemployee Stock Option (Right to Buy)	\$ 19.76	04/22/2013		A	18,773 (5)	04/22/2014(6) 04/22/2023(7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUPTA RAJIV C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304		X		

Signatures

/s/ David Ritenour as Attorney-in-Fact for Rajiv L. Gupta 04/23/2013

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

As previously reported, on 04/20/12 the reporting person was granted 3,570 restricted stock units ("RSUs"), all of which cliff vested on 04/20/13. 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 immediately prior to the transaction being reported includes 23.2367 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; 31.6056 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12; 31.3742 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 21.5080 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. These RSUs cliff vested on 04/20/13, at which time the vested shares were delivered to the reporting person.

(3) The number of derivative securities in column 5 includes 108 vested dividend equivalent rights and a de minimus adjustment of 0.2755 due to fractional rounding of the dividend equivalent rights.

(4) On 04/22/13 the reporting person was granted 4,429 restricted stock units ("RSUs"), all of which will cliff vest on 04/22/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

(5) These options were acquired under HP's Second Amended and Restated 2004 Stock Incentive Plan.

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(6) This option will cliff vest and become exercisable beginning on this date.

(7) This option is no longer exercisable beginning on this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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