

JOSHI VYOMESH
Form 4
November 24, 2010

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 *
JOSHI VYOMESH

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O HEWLETT-PACKARD
COMPANY, 3000 HANOVER
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2010

(Street)
PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/22/2010		A	93,409 (1)	A \$ 0	182,528.4242 (2)	D
Common Stock	11/22/2010		F	43,604	D \$ 43.25	138,924.4242	D
Common Stock						1,475 (3)	I

By 2001
Joshi
Living
Trust
Account
(Charles Schwab)

Common Stock	108,533 ⁽³⁾	I	By 2001 Joshi Living Trust Account (at Goldman Sachs)
Common Stock	30,000 ⁽³⁾	I	By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock	30,000 ⁽³⁾	I	By Uma V. Joshi 2009 GRAT (at Goldman Sachs)

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 and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	07/07/2010		A	35.8208	<u>(5)</u> <u>(5)</u>	Common Stock 35.8208
Restricted Stock Units	<u>(4)</u>	07/07/2010		A	90.136	<u>(6)</u> <u>(6)</u>	Common Stock 90.136

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	11/24/2010
**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) Reflects shares released on November 22, 2010 in connection with the vesting of performance-based restricted stock units granted on January 17, 2008.
- (2) The total beneficial ownership includes 268.2324 shares at \$51.9700 per share acquired under the HP Share Ownership Plan ("SOP") on 04/30/10, and 13.05220 shares at \$45.2199 per share acquired through dividends paid in shares on 07/07/10, and 14.46170 shares at \$40.8653 per share acquired through dividends paid in shares on 10/06/10 with respect to shares held under the SOP.
- (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.
- (5) As previously reported, on 01/15/09 the reporting person was granted 19,140 restricted stock units ("RSUs"), 9,570 of which vested on 01/15/10, and 9,570 of which will vest on 01/15/11. 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 9 includes 17.0285 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10, and 18.7923 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10.
- (6) As previously reported, on 12/10/09 the Reporting Person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which will vest on 12/10/10 and 12,041 which will vest 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 9 includes 42.8488 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10, and 47.2872 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10.

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.