

HAMMERGREN JOHN H
Form 4
April 21, 2011

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 *
HAMMERGREN JOHN H

(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)
04/19/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/19/2011 | | M | (A) or (D) Amount 2,584 (1) | \$ 0 0 (2) | D | |
| Common Stock | | | | | 17,041 (3) | I | By Hammergren Family Trust |

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

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(9-02)

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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 Underlying Instrument (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | (4) | 07/07/2010 | | A | 19,432 (5) | 04/19/2011(5) 04/19/2020(5) | Common Stock |
| Restricted Stock Units | (4) | 04/19/2011 | | M | 2,583,432 (5) | 04/19/2011(5) 04/19/2020(5) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAMMERGREN JOHN H
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ David Ritenour as Attorney-in-Fact for John H. Hammergren

04/21/2011

__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 amount reported reflects a de minimus adjustment of shares due to the rounding and prior reporting of fractional shares.
 - (2) The total direct beneficial ownership reflects a decrease of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 to the reporting person's total indirect beneficial ownership in his Family Trust.
 - (3) The total indirect beneficial ownership reflects an increase of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 previously reported as being held directly by the reporting person to his Family Trust.
 - (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 04/19/10 the reporting person was granted 2,564 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 19,432 dividend equivalent rights being reported reflect 4,562 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10; 5,034 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10; 4,853 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10 and 4,981 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11. These RSUs cliff vested on 04/19/11, at which time the vested shares were delivered to the reporting person.

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