

Murrin James T
Form 4
November 02, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murrin James T

(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)

10/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SVP, Controller & PAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	10/31/2011		M		2,618	A \$ 26.61	64,758.2079 <u>(1)</u>	D	
Common Stock	10/31/2011		F		1,223	D \$ 26.61	63,535.2079	D	
Common Stock							11,748.539 <u>(2)</u>	I	By Fidelity Investments Institutional Services Company, Inc.

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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 Number Shares
Restricted Stock Units	(3)	10/05/2011		A		15.1383 (4)		(4)	(4)	Common Stock	15.138
Restricted Stock Units	(3)	10/05/2011		A		35.6127 (5)		(5)	(5)	Common Stock	35.612
Restricted Stock Units	(3)	10/31/2011		M			2,618	(6)	(6)	Common Stock	2,618

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Murrin James T C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	SVP, Controller & PAO

Signatures

/s/ David Ritenour as Attorney-in-Fact for James T. Murrin 11/02/2011

**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 total beneficial ownership includes 0.0008 shares at \$25.7300 per share acquired through dividends paid under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 10/05/11 with respect to shares held under the ESPP.

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These shares were held indirectly under the Issuer's 401(k) Plan as of 10/31/11. Fidelity Investments Institutional Services Company, Inc.

- (2) accounts for holdings in the stock fund in units, comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of Issuer's common stock.

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

- (4) As previously reported, on 12/10/09 the reporting person was granted 6,020 restricted stock units ("RSUs"), 3,010 of which vested on 12/10/10 and 3,010 of 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 15.1383 dividend equivalent rights being reported reflect 15.1383 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

- (5) As previously reported, on 12/10/10 the reporting person was granted 7,081 restricted stock units ("RSUs"), 3,540 of which will vest on 12/10/11 and 3,541 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 35.6127 dividend equivalent rights being reported reflect 35.6127 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

- (6) As previously reported, on 08/01/11 the reporting person was granted 10,400 restricted stock units ("RSUs"), 2,600 of which vested on 10/31/11, 5,200 of which will vest on 10/31/12, and 2,600 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 in column 9 includes 52,3051 vested dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimus adjustment of 0.6949 due to fractional rounding of the dividend equivalent rights.

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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