

DONATELLI DAVID A
 Form 4
 November 02, 2012

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 *
 DONATELLI DAVID A

(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
 ___X___ Officer (give title below) ___ Other (specify below)
 EVP & GM, ESSN & TS

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/31/2012		M	43,831	A	\$ 13.85	75,314 D
Common Stock	10/31/2012		F	16,079	D	\$ 13.85	59,235 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)

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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 and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(1)	04/04/2012		A	205.2107 (2)	(2) (2)	Common Stock
Restricted Stock Units	(1)	04/04/2012		A	586.6562 (3)	(3) (3)	Common Stock
Restricted Stock Units	(1)	10/31/2012		M	43,831 (4)	(4) (4)	Common Stock
Restricted Stock Units	(1)	04/04/2012		A	1,576.2436 (5)	(5) (5)	Common Stock
Restricted Stock Units	(1)	04/04/2012		A	1,876.4873 (6)	(6) (6)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DONATELLI DAVID A
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP & GM, ESSN & TS

Signatures

/s/ David Ritenour as Attorney-in-Fact for David A. Donatelli

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

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As previously reported, on 12/10/10 the reporting person was granted 20,000 restricted stock units ("RSUs"), 10,000 of which vested on 12/10/11, and 10,000 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 205.2107 dividend equivalent rights being reported reflect 51.5907 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 65.0888 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 88.5312 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- As previously reported, on 06/27/11 the reporting person was granted 28,588 restricted stock units ("RSUs"), all of which will cliff vest on 06/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The
- (3) 586.6562 dividend equivalent rights being reported reflect 147.4875 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 186.0757 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 253.0930 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs"), 21,441 of which vested on 10/31/11, 42,882 of which vested on 10/31/12, and 21,441 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 immediately prior to the transaction being reported includes 331.8469 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 418.6704 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 569.4592 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 949 vested dividend equivalent rights and a de minimus adjustment of 0.0626 due to fractional rounding of the dividend equivalent rights.
- (4)

- As previously reported, on 12/12/11 the reporting person was granted 76,811 restricted stock units ("RSUs"), 25,603 of which will vest on 12/12/12, and 25,604 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,576.2436 dividend equivalent rights being reported reflect 396.2734 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 499.9533 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 680.0169 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (5)

- As previously reported, on 12/12/11 the reporting person was granted 91,442 restricted stock units ("RSUs"), 30,480 of which will vest on 12/12/12, and 30,481 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,876.4873 dividend equivalent rights being reported reflect 471.7558 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 595.1846 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 809.5469 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (6)

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.