

VEGHTE WILLIAM L
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 *
VEGHTE WILLIAM L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2012

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

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

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

PALO ALTO, CA 94304

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/31/2012		M	25,554	A \$ 13.85	(1)	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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As previously reported, on 08/01/11 the reporting person was granted 50,000 restricted stock units ("RSUs"), 12,500 of which vested on 10/31/11, 25,000 of which vested on 10/31/12, and 12,500 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 169.0458 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 193.4652 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 244.0828 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 331.9920 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- (5) The number of derivative securities beneficially owned in column 5 includes 554 vested dividend equivalent rights and a de minimus adjustment of 0.4142 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which will vest on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,373.2137 dividend equivalent rights being reported reflect 247.3253

- (6) dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 283.0525 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 357.1095 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 485.7264 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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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