LIVERMORE ANN M

Form 4

August 26, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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1. Name and Address of Reporting Person * LIVERMORE ANN M			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	(Check an applicable)			
C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET			(Month/Day/Year) 08/24/2009	Director 10% Owner Selfow Other (specify below) EVP, TSG			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PALO ALTO, CA 94304			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owner			

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(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqui	red, Disposed of	f, or Beneficia	ally 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. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	08/24/2009		Code V M	Amount 11,000	(D)	Price \$ 15.745	104,136.83 (1)	D	
Common Stock	08/24/2009		S	11,000 (2)	D	\$ 45.0304	93,136.83	D	
Common Stock	08/25/2009		M	50,000	A	\$ 15.745	143,136.83	D	
Common Stock	08/25/2009		S	50,000 (2)	D	\$ 45.0354	93,136.83	D	
Common Stock							3,967.0305 (3)	I	By Fidelity Investments

Institutional Services Company, Inc.

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying (Instr. 3 and
	ý			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stk Option (right to buy)	\$ 15.745	08/24/2009(2)		M	(-)	61,000	04/16/2004(4)	04/16/2011	Common Stock
Restricted Stock Units	<u>(5)</u>	04/01/2009 <u>(6)</u>		A	129.2335		<u>(6)</u>	<u>(6)</u>	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
LIVERMORE ANN M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, TSG				

Signatures

/s/ David Ritenour as Attorney-in-Fact for Ann M.
Livermore 08/26/2009

**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).

Reporting Owners 2

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- (1) The total beneficial ownership includes 10.1575 shares at \$38.9202 per share received through dividends paid in shares on 07/01/09 under the HP Share Ownership Plan (the "SOP") with respect to shares held under the SOP.
- The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan ("Plan") adopted by the reporting person on 03/03/09 and comprised of the cashless exercise and sale of 11,000 non-qualified stock options on 08/24/09, and 50,000 non-qualified stock options on 08/25/09.
 - These shares were held indirectly under HP's 401(k) Plan as of 07/31/09. Fidelity Investments Institutional Services Company, Inc.
- (3) accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.
- (4) This option became exercisable in four equal annual installments beginning on this date.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - As previously reported, on 01/15/09 the reporting person was granted 28,710 restricted stock units ("RSUs"), 14,355 of which will vest on each of 01/15/10 and 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP
- (6) common stock. The 129.2335 dividend equivalent rights being reported reflect 69.854 dividend equivalent rights at \$32.88 per RSU credited to the reporting person's account on 04/01/09 and 59.3795 dividend equivalent rights at \$38.68 per RSU credited to the reporting person's account on 07/01/09.

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.