MOTT RANDALL D

Form 4

December 14, 2009

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MOTT RANDALL D

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER

STREET

(City)

1. Title of

Security

(Instr. 3)

(Month/Day/Year)

12/10/2009

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

EVP & CIO

(Check all applicable)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PALO ALTO, CA 94304

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

260,443 (1) D

Common Stock

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title o Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restrict Stock Units	(<u>2)</u>	04/01/2009		A	102.0629 (3)	(3)	(3)	Common Stock	102.0629 (3)
Restrict Stock Units	(<u>2)</u>	12/10/2009		A	16,054	<u>(4)</u>	<u>(4)</u>	Common Stock	16,054

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
MOTT RANDALL D						
C/O HEWLETT-PACKARD COMPANY			EVP & CIO			

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

EVP & CIO

Signatures

/s/ David Ritenour as Attorney-in-Fact for Randall D.

Mott

12/14/2009

**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).
- (1) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (2) 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 16,410 restricted stock units ("RSUs"), 8,205 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

- (3) common stock. The 102.0629 dividend equivalent rights being reported reflect 39.9270 dividend equivalent rights at \$32.88 per RSU credited to the Reporting Person's account on 04/01/09; 33.9400 dividend equivalent rights at \$38.68 per RSU credited to the Reporting Person's account on 07/01/09; and 28.1959 dividend equivalent rights at \$45.96 per RSU credited to the Reporting Person's account on 10/07/09.
- (4) On 12/10/09 the Reporting Person was granted 16,054 restricted stock units ("RSUs"), 8,027 of which will vest on each of 12/10/10 and 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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.

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