Baldauf Sari M Form 4 April 21, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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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

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \* Baldauf Sari M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEWLETT PACKARD CO [HPQ]

(Middle)

(Zip)

(Check all applicable)

C/O HEWLETT-PACKARD

(First)

(State)

04/20/2010

3. Date of Earliest Transaction

(Month/Day/Year) 04/19/2010

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

COMPANY, 3000 HANOVER STREET

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

Code V

M

6. Individual or Joint/Group Filing(Check

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

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4,374,456

(1)(2)

Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Price Amount (D)

\$0

(Instr. 3 and 4)

18,504.7652 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)

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

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5. Number of Derivative 6. Date Exercisable and Expiration 7. Titl

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	or Disposed (Instr. 3, 4,		Date (Month/Day/Year)		Under (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 53.64	04/19/2010		A	5,976 (3)	. ,	04/19/2011 <u>(4)</u>	04/19/2020 <u>(5)</u>	Com Sto
Restricted Stock Units	<u>(6)</u>	04/19/2010		A	1,632 (7)		04/19/2011(7)	04/19/2020(7)	Com
Restricted Stock Units	<u>(6)</u>	01/06/2010		A	13.1267 (8)		04/20/2010(8)	04/20/2019(8)	Com
Restricted Stock Units	<u>(6)</u>	04/20/2010		M		4,355.507 (8)	04/20/2010(8)	04/20/2019(8)	Com

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Baldauf Sari M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X					

3. Transaction Date 3A. Deemed

# **Signatures**

1. Title of

/s/ David Ritenour as Attorney-in-Fact for Sari M.

Baldauf

04/21/2010

\*\*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 amount reported reflects a deminimus adjustment of shares due to the rounding and prior reporting of fractional shares.
- The total includes the acquisition of (i) 18.440600 shares on 01/06/10 which were received in lieu of cash under the Hewlett-Packard Company Dividend Reinvestment/Stock Purchase Plan ("DRIP") in a transaction exempt under Rule 16b-3, and (ii) 0.015384 shares on 01/11/10 through the broker's dividend reinvestment plan that operates on substantially similar terms to HP's DRIP thereby qualifying for the Rule 16a-11 exemption.

(3) These options were acquired under the Issuer's 2004 Stock Incentive Plan.

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- (4) This option will cliff vest and become exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (7) On 04/19/10 the Reporting Person was granted 1,632 restricted stock units ("RSUs"), all which will cliff vest on 04/19/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.
  - As previously reported, on 04/20/09 the Reporting Person was granted 4,326 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 13.1267 dividend equivalent rights being
- (8) reported reflect 6.6324 dividend equivalent rights at \$52.18 per RSU credited to the Reporting Person's account on 01/06/10; and 6.4943 dividend equivalent rights at \$53.29 per RSU credited to the Reporting Person's account on 04/07/10. These RSUs cliff vested on 04/20/10, at which time the vested shares were delivered to the Reporting Person.

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.