

JOSHI VYOMESH
Form 4
January 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
JOSHI VYOMESH

(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)
01/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/07/2011 | | M | V Amount Price A \$ 15.745 | 270,631.036 (1) | D | |
| Common Stock | 01/07/2011 | | S | V Amount Price D \$ 44.98 | 145,631.036 | D | |
| Common Stock | | | | | 1,475 (3) | I | By 2001 Joshi Living Trust Account (Charles Schwab) |

| | | | | |
|--------------|--|-------------------|---|---|
| Common Stock | | 8,533 <u>(3)</u> | I | By 2001 Joshi Living Trust Account (at Goldman Sachs) |
| Common Stock | | 30,000 <u>(3)</u> | I | By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs) |
| Common Stock | | 30,000 <u>(3)</u> | I | By Uma V. Joshi 2009 GRAT (at Goldman Sachs) |
| Common Stock | | 50,000 <u>(3)</u> | I | By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs) |
| Common Stock | | 50,000 <u>(3)</u> | I | By Uma V. Joshi 2010 GRAT (at Goldman Sachs) |

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

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(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 | 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 Underlying (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|--|
|--|---|--------------------------------------|--|--------------------------------|---|--|--|

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(7) As previously reported, on 12/10/09 the reporting person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which vested on 12/10/10 and 12,041 of which will vest on 12/10/11. 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 in column 9 includes 22.7941 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

(8) On 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which will vest on each of 12/10/11 and 12/10/12. 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 in column 9 includes 67.0781 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

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