

JOSHI VYOMESH
Form 4
January 20, 2010

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)
01/15/2010

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|----------------------|---|------------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/15/2010 | | M | | 9,645 | A | \$ 52.47 | 102,511.9273 | D | |
| Common Stock | 01/15/2010 | | F | | 3,626 | D | \$ 52.47 | 98,885.9273 | D | |
| Common Stock | 01/18/2010 | | F | | 4,505 | D | \$ 52.47 | 94,391.9698 | D | |
| Common Stock | | | | | | | | 1,475 ⁽²⁾ | I | By 2001 Joshi Living Trust Account |

| | | | |
|--------------|------------------------|---|---------------------------------------------------------------------------|
| Common Stock | 108,533 ⁽²⁾ | I | (Charles Schwab) By 2001 Joshi Living Trust Account (at Goldman Sachs) |
| Common Stock | 30,000 ⁽²⁾ | I | By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs) |
| Common Stock | 30,000 ⁽²⁾ | I | By Uma V. Joshi 2009 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 Security | 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | ⁽³⁾ | 01/15/2010 | | M | 9,645 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 9,645 |
| Restricted Stock Units | ⁽³⁾ | 01/06/2010 | | A | 36.9199 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 36.919 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|---------|
| | Director | 10% Owner | Officer | Other |
| JOSHI VYOMESH C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | | EVP IPG |

Signatures

| | |
|----------------------------------------------------------------|------------|
| /s/ David Ritenour as Attorney-in-Fact for Vyomesh I. Joshi | 01/20/2010 |
| **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 total beneficial ownership includes 11.0425 shares at \$51.9377 per share acquired through dividends paid under the HP Share Ownership Plan ("SOP") on 01/06/10 with respect to shares held under the SOP.
- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

- (4) As previously reported, on 01/15/09 the reporting person was granted 19,140 restricted stock units ("RSUs"), 9,570 of which vested on 01/15/10, and 9,570 of which will vest on 01/15/11. 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 29.3446 dividend equivalent rights at \$52.18 per RSU credited to the reporting person's account on 01/06/10, and a de minimus adjustment of .6132 due to fractional rounding of the dividend equivalent rights.

- (5) As previously reported, on 12/10/09 the Reporting Person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which will vest on 12/10/10 and 12,041 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 36.9199 dividend equivalent rights being reported reflect 36.9199 dividend equivalent rights at \$52.18 per RSU credited to the Reporting Person's account on 01/06/10.

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.