

McMullen John N
Form 4
November 02, 2012

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 *
McMullen John N

(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)
10/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 10/31/2012 | | M | 2,863 | A \$ 13.85 | 14,064 | D |
| Common Stock | 10/31/2012 | | F | 1,052 | D \$ 13.85 | 13,012 | D |

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 | (A) | (D) | Title | Amount |
| | | | | | | | | Number of Shares |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 35,4661 (2) | (2) | Common Stock | 35,466 |
| Restricted Stock Units | (1) | 10/31/2012 | | M | | 2,863 (4) | Common Stock | 2,863 |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 192,2725 (5) | (5) | Common Stock | 192,273 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMullen John N C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | SVP & Treasurer | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for John McMullen

11/02/2012

__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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 12/10/10 the reporting person was granted 2,834 restricted stock units ("RSUs"), 1,417 of which vested on 12/10/11 and 1,417 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 35,4661 dividend equivalent rights being reported reflect 6,3877 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 7,3104 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 9,2231 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 12,5449 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(3) As previously reported, on 08/01/11 the reporting person was granted 5,600 restricted stock units ("RSUs"), 1,400 of which vested on 10/31/11, 2,800 of which vested on 10/31/12, and 1,400 of which will vest on 04/30/13. 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 immediately

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prior to the transaction being reported includes 18.9331 dividend equivalent rights at \$26.62 per RSU credited to the Reporting Person's account on 01/04/12; 21.6681 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 27.3373 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 37.1831 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- (4) The number of derivative securities beneficially owned in column 5 includes 63 vested dividend equivalent rights and a de minimus adjustment of 0.8784 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/12/11 the reporting person was granted 7,682 restricted stock units ("RSUs"), 2,560 of which will vest on 12/12/12, and 2,561 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 192.2725 dividend equivalent rights being reported reflect 34.6296 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 39.6320 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 50.0012 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 68.0097 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(5) 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.