

HEWLETT PACKARD CO
Form 4
April 14, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LESJAK CATHERINE A

(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)
04/12/2010

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 & CFO

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 | 04/12/2010 | | M | A | 6,200 | \$ 21.765 | 17,050 D |
| Common Stock | 04/12/2010 | | S | D | 6,200 ⁽¹⁾ | \$ 54 | 10,850 D |
| Common Stock | 04/14/2010 | | M | A | 50 | \$ 21.765 | 10,900 D |
| Common Stock | 04/14/2010 | | S | D | 50 ⁽¹⁾ | \$ 54 | 10,850 D |
| Common Stock | | | | | | | 8,280 ⁽²⁾ I Morgan Stanley |

Smith
Barney
Joint
Account
with
Spouse

Common Stock 306 ⁽²⁾ I By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 21.765 | 04/12/2010 | | M | 6,200 | 04/14/2006 ⁽³⁾ 04/14/2013 ⁽⁴⁾ | Common Stock |
| Employee Stock Option (right to buy) | \$ 21.765 | 04/14/2010 | | M | 50 | 04/14/2006 ⁽³⁾ 04/14/2013 ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 04/07/2010 | | A | 19.7035 | <u>(6)</u> <u>(6)</u> | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 04/07/2010 | | A | 33.7414 | <u>(7)</u> <u>(7)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

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

EVP & CFO

Signatures

/s/ David Ritenour as Attorney-in-Fact for Catherine A.

Lesjak

04/14/2010

__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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2009.
 - (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
 - (3) This option became exercisable in four equal annual installments beginning on this date.
 - (4) This option is no longer exercisable beginning on this date.
 - (5) 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 26,250 restricted stock units ("RSUs"), 13,125 of which vested on 01/15/10, and 13,125 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 19.7035 dividend equivalent rights at \$53.29 per RSU credited to the reporting person's account on 04/07/10.
 - (6) As previously reported, on 12/10/09 the Reporting Person was granted 22,476 restricted stock units ("RSUs"), 11,238 of which will vest on 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. The number of derivative securities beneficially owned in column 9 includes 33.7414 dividend equivalent rights at \$53.29 per RSU credited to the reporting person's account on 04/07/10.
 - (7)

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.