

HEWLETT PACKARD CO
Form 4
November 24, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROBISON SHANE V

(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)
11/22/2010

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)
EVP & Chief Strategy & Tech

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/22/2010 | | A | (1) 80,694 | \$ 0 | D | |
| Common Stock | 11/22/2010 | | F | 37,668 | \$ 43.25 | D | |
| Common Stock | | | | | 85,418 (4) | I | By Robison Family Trust |

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.

SEC 1474
(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 or Number of Shares |
| Restricted Stock Units | (5) | 07/07/2010 | | A | 36.8502 | (6) (6) | Common Stock 36.8502 |
| Restricted Stock Units | (5) | 07/07/2010 | | A | 67.6029 | (7) (7) | Common Stock 67.6029 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBISON SHANE V C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP & Chief Strategy & Tech | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Shane V. Robison 11/24/2010

**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) Reflects shares released on November 22, 2010 in connection with the vesting of performance-based restricted stock units granted on January 17, 2008.
- (2) The total includes the acquisition of 3.4576 shares at \$45.30 per share received on 07/07/10 through dividends paid in shares, and 3.8446 shares at \$40.79 per share received on 10/06/10 through dividends paid in shares.
- (3) The total direct beneficial ownership reflects a decrease of 11,516 shares due to the transfer of 11,516 shares into a Family Trust with the reporting person's spouse on 10/08/10.

Edgar Filing: HEWLETT PACKARD CO - Form 4

- (4) The total indirect beneficial ownership reflects an increase of 11,516 shares due to the transfer of 11,516 shares previously reported as being held directly by the reporting person into a Family Trust with the reporting person's spouse on 10/08/10.
- (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 19,690 restricted stock units ("RSUs"), 9,845 of which vested on 01/15/10, and 9,845 of which will vest on 01/15/11. The number of derivative securities beneficially owned in column 9 includes 17.5178
- (6) dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10, and 19.3324 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10.
- As previously reported, on 12/10/09 the reporting person was granted 18,061 restricted stock units ("RSUs"), 9,030 of which will vest on 12/10/10 and 9,031 which will vest on 12/10/11. The number of derivative securities beneficially owned in column 9 includes 32.1370
- (7) dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10, and 35.4659 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10.

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.