

DONATELLI DAVID A
 Form 4
 November 02, 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 *
 DONATELLI DAVID 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)
 10/31/2011

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 & GM, ESSN & TS

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 | 10/31/2011 | | M | 21,586 | A \$ 26.61 | 37,894 ⁽¹⁾ | D |
| Common Stock | 10/31/2011 | | F | 8,076 | D \$ 26.61 | 29,818 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Restricted Stock Units | (2) | 10/05/2011 | | A | 100,5868 (3) | (3) (3) | Common Stock 100 |
| Restricted Stock Units | (2) | 10/05/2011 | | A | 143,7787 (4) | (4) (4) | Common Stock 143 |
| Restricted Stock Units | (2) | 10/31/2011 | | M | 21,586 | (5) (5) | Common Stock 21 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DONATELLI DAVID A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP & GM, ESSN & TS | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for David A. Donatelli
11/02/2011

**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 an additional 6,308 shares to correct the initial balance previously reported for the reporting person as of 07/21/11.
- (2) 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 20,000 restricted stock units ("RSUs"), 10,000 of which will vest on 12/10/11, and 10,000 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.
- (3) The 100.5868 dividend equivalent rights being reported reflect 100.5868 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.
- (4) As previously reported, on 06/27/11 the reporting person was granted 28,588 restricted stock units ("RSUs"), all of which will cliff vest on 06/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 143.7787 dividend equivalent rights being reported reflect 143.7787 dividend equivalent rights at \$23.86 per RSU credited to the

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reporting person's account on 10/05/11.

- As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs"), 21,441 of which vested on 10/31/11, 42,882 of which will vest on 10/31/12, and 21,441 of which will vest on 04/30/13. Dividend equivalent rights accrue with
- (5) respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 9 includes 431.3361 vested dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimus adjustment of 0.6639 due to fractional rounding of the dividend equivalent rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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