

HEWLETT PACKARD CO
Form 4
December 08, 2009

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 *
SALHANY LUCILLE S

(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)
12/04/2009

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/04/2009		M		15,812 A \$ 47.44	50,217.5664 (1)	D
Common Stock	12/04/2009		M		1,897 A \$ 23.72	52,114.5664	D
Common Stock	12/04/2009		S		17,709 D \$ 49.5623 (2)	34,405.5664	D

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

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(3) This option became exercisable beginning on this date.

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

(5) As previously reported, on 04/20/2009 the reporting person was granted 2,163 restricted stock units ("RSUs"), which will cliff vest on 04/20/2010, at which time the vested shares will be delivered to the reporting person. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 8.1901 dividend equivalent rights being reported reflect 4.4736 dividend equivalent rights at \$38.6800 per RSU credited to the reporting person's account on 07/01/2009 and 3.7165 dividend equivalent rights at \$46.5600 per RSU credited to the reporting person's account on 10/07/2009.

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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