

JOSHI VYOMESH
Form 4
December 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 *
JOSHI VYOMESH

(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)
11/30/2011

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 IPG

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					11,276.1264 (1) (2)	D	
Common Stock	11/30/2011		M	200,000	A \$ 22.015	211,276.1264	D
Common Stock	11/30/2011		S	200,000	D \$ 28	11,276.1264	D
Common Stock					208,824 (3)	I	By 2001 Joshi Living Trust

				Account (at Goldman Sachs)
Common Stock		50,000 ⁽⁴⁾	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock		50,000 ⁽⁴⁾	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock		1,475 ⁽⁴⁾	I	By 2001 Joshi Living Trust Account (Charles Schwab)

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

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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 Underl (Instr. 3)	
						Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 22.015	11/30/2011		M	200,000	03/18/2005 ⁽⁵⁾	03/18/2012 ⁽⁶⁾	Comm Sto
	<u>(7)</u>	07/06/2011		A		<u>(8)</u>	<u>(8)</u>	

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credited to the reporting person's account on 07/06/11, and 178.2096 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

- (10) As previously reported, on 06/27/11 the reporting person was granted 114,352 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 575.1148 dividend equivalent rights being reported reflect 575.1148 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

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