HOMLISH MARTIN J

Form 4

December 14, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

OMB APPROVAL

Washington, D.C. 20549 Number: Expires:

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2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

Indirect

Beneficial

Ownership

(Instr. 4)

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOMLISH MARTIN J**

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HEWLETT PACKARD CO [HPQ]

(Check all applicable)

C/O HEWLETT-PACKARD

(Month/Day/Year) 12/12/2011

Director 10% Owner X_ Officer (give title Other (specify

COMPANY, 3000 HANOVER

EVP & CMO

STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

PALO ALTO, CA 94304

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

0 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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3 Transaction Data 3A Danmad

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	S. Number of or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year		
				Code V	(A) (D)		Expiration Date	Title
Non-employee Stock Option (right to buy)	\$ 27.34	12/12/2011		A	120,703	12/12/2013(1)	12/12/2019(2)	Commo
Restricted Stock Units	(3)	07/06/2011		A	227.865 (4)	<u>(4)</u>	<u>(4)</u>	Commo
Restricted Stock Units	(3)	12/12/2011		A	30,176	(5)	(5)	Commo
Restricted Stock Units	<u>(3)</u>	12/12/2011		A	51,208	<u>(6)</u>	<u>(6)</u>	Commo

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

HOMLISH MARTIN J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304

EVP & CMO

Signatures

1 Title of

David Ritenour as Attorney-in-Fact for Martin J.

Homlish

12/14/2011

**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) This option will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, in both cases subject to the satisfaction of certain stock price performance conditions prior to the fourth anniversary of the grant date.
- (2) This option is no longer exercisable beginning on this date.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 06/01/11 the reporting person was granted 27,308 restricted stock units ("RSUs"), 13,654 of which will vest on each of 06/01/12 and 06/01/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP

(4) common stock. The 227.865 dividend equivalent rights being reported reflect 90.5238 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 137.3412 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

(5)

Reporting Owners 2

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On 12/12/11 the reporting person was granted 30,176 restricted stock units ("RSUs"), 10,058 of which will vest on 12/12/12, and 10,059 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

On 12/12/11 the reporting person was granted 51,208 restricted stock units ("RSUs"), 17,069 of which will vest on each of 12/12/12 and (6) 12/12/13, and 17,070 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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.