

HOMLISH MARTIN J
 Form 4
 June 04, 2012

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 *
 HOMLISH MARTIN J

(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)
 06/01/2012

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 & CMO

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)
Common Stock	06/01/2012		M	(A) V Amount 13,901 (1) A \$ 21.25	13,901	D	
Common Stock	06/01/2012		F	D \$ 21.25	8,801	D	

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

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 (9-02)

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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 and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(2)	01/04/2012		A	263.9853 (3)	(3) (3)	Common Stock 263
Restricted Stock Units	(2)	06/01/2012		M	13,901	(3) (3)	Common Stock 13
Restricted Stock Units	(2)	01/04/2012		A	291.7102	(4) (4)	Common Stock 291
Restricted Stock Units	(2)	01/04/2012		A	495.0257	(5) (5)	Common Stock 495

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

David Ritenour as Attorney-in-Fact for Martin J. Homlish 06/04/2012

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 amount reported reflects a de minimus adjustment of shares due to the rounding of fractional shares.
 - (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (3) As previously reported, on 06/01/11 the reporting person was granted 27,308 restricted stock units ("RSUs"), 13,654 of which vested on 06/01/12 and 13,654 of which will vest on 06/01/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 263.9853 dividend equivalent rights being reported reflect 123.1014 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 140.8839 dividend equivalent rights at \$23.26 per RSU

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credited to the reporting person's account on 04/04/12.

As previously reported, 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

- (4) RSUs when and as dividends are paid on HP common stock. The 291.7102 dividend equivalent rights being reported reflect 136.0301 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 155.6801 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

As previously reported, 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 12/12/13, and 17,070 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these

- (5) RSUs when and as dividends are paid on HP common stock. The 495.0257 dividend equivalent rights being reported reflect 230.8400 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 264.1857 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

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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