

LIVERMORE ANN M
Form 4
December 12, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LIVERMORE ANN M

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 12/10/2012 | | M | | 18,376 | A | \$ 14.16 |
| Common Stock | 12/10/2012 | | F | | 8,493 | D | \$ 14.16 |
| Common Stock | | | | | 90,844 ⁽³⁾ | I | |
| Common Stock | | | | | 4,171.4124 ⁽⁴⁾ | I | |

By Joint Living Trust
By Fidelity Investments Institutional Services

Company,
Inc.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (5) | 12/10/2012 | | M | 18,376 (6) (7) | (6) (6) | Common Stock | 18,376 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIVERMORE ANN M
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ David Ritenour as Attorney-in-Fact for Ann M.
Livermore

12/12/2012

**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 total beneficial ownership includes 23.9508 shares at \$26.5149 per share acquired through dividends paid under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 01/04/12, 27.3952 shares at \$23.2862 per share acquired through dividends paid under the ESPP on 04/04/12, 35.8061 shares at \$19.6980 per share acquired through dividends paid under the ESPP on 07/05/12, and 46.4486 shares at \$15.2860 per share acquired through dividends paid under the ESPP on 10/03/12 with respect to shares held under the ESPP.

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- (2) The total direct beneficial ownership reflects a decrease of 18,283 shares due to the transfer of 18,283 shares into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- (3) The total indirect beneficial ownership reflects an increase of 18,283 shares due to the transfer of 18,283 shares previously reported as being held directly by the reporting person into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- These shares were held indirectly under HP's 401(k) Plan as of 11/30/12. Fidelity Investments Institutional Services Company, Inc.
- (4) accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.
- (5) 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 35,434 restricted stock units ("RSUs"), 17,717 of which vested on each of 12/10/11 and 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes
- (6) 79.8663 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, 91.4033 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12, 115.3178 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12, and 156.8507 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (7) The number of derivative securities in column 5 includes 659 vested dividend equivalent rights and a de minimus adjustment of 0.5619 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. 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.