

VEGHTE WILLIAM L
Form 4
December 14, 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 *
VEGHTE WILLIAM L

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)
C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & COO

(Street)
PALO ALTO, CA 94304

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

(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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/12/2012		M	V	18,747	A	\$ 14.53	37,043.8987	D	
Common Stock	12/12/2012		F	V	7,229	D	\$ 14.53	15,014.8987 (1)	D	
Common Stock								96,310 (2)	I	

By
William Veghte
2012 Annuity Trust 1 (GRAT)

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

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(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	(3)	12/12/2012		M	18,747 (4)	(4) (4)	Common Stock	18,747

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP & COO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte
 **Signature of Reporting Person
 Date

12/14/2012

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 direct beneficial ownership reflects a decrease of 14,800 shares due to the transfer of 14,800 shares into the reporting person's 2012 Annuity Trust 1 (GRAT) on 12/14/12.
- (2) The total indirect beneficial ownership reflects an increase of 14,800 shares due to the transfer of 14,800 shares previously reported as being held directly by the reporting person into his 2012 Annuity Trust 1 (GRAT) on 12/14/12.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (4) As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which vested on 12/12/12, 18,288 of which will vest on 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with

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respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 459 vested dividend equivalent rights and a de minimus adjustment of 0.7863 due to fractional rounding of the dividend equivalent rights.

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