

DONATELLI DAVID A
 Form 4
 May 02, 2013

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 *
 DONATELLI DAVID A

(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)
 04/30/2013

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 & GM, Enterprise Group

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 04/30/2013 | | M | | 22,707 | A | \$ 20.6 |
| Common Stock | 04/30/2013 | | F | | 8,534 | D | \$ 20.6 |

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

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SEC 1474
 (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 |
| Restricted Stock Units | (1) | 01/02/2013 | | A | 423,472 | (2) (2) | Common Stock |
| Restricted Stock Units | (1) | 04/30/2013 | | M | 22,707 (4) | (3) (3) | Common Stock |
| Restricted Stock Units | (1) | 01/02/2013 | | A | 758,5405 | (5) (5) | Common Stock |
| Restricted Stock Units | (1) | 01/02/2013 | | A | 903.0258 | (6) (6) | Common Stock |
| Restricted Stock Units | (1) | 01/02/2013 | | A | 1,927.9323 | (7) (7) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DONATELLI DAVID A
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP & GM,
Enterprise
Group

Signatures

/s/ David Ritenour as Attorney-in-Fact for David A. Donatelli

05/02/2013

**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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(2)

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As previously reported, on 06/27/11 the reporting person was granted 28,588 restricted stock units ("RSUs"), all of which will cliff vest on 06/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 423.4720 dividend equivalent rights being reported reflect 251.2394 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 172.2326 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

(3) As previously reported, on 06/27/11, the reporting person was granted 85,764 restricted stock units ("RSUs"), 21,441 of which vested on 10/31/11, 42,882 of which vested on 10/31/12, and 21,441 of which vested on 04/30/13. 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 188.4296 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 129.1744 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. These RSUs vested on 04/30/13, at which time the vested shares were delivered to the reporting person.

(4) The number of derivative securities in column 5 includes 1,266 vested dividend equivalent rights and a de minimus adjustment of 0.3960 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/12/11 the reporting person was granted 76,811 restricted stock units ("RSUs"), 25,603 of which vested on 12/12/12, and 25,604 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. The 758.5405 dividend equivalent rights being reported reflect 450.0304 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 308.5101 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

(6) As previously reported, on 12/12/11 the reporting person was granted 91,442 restricted stock units ("RSUs"), 30,480 of which vested on 12/12/12, and 30,481 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. The 903.0258 dividend equivalent rights being reported reflect 535.7513 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 367.2745 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

(7) As previously reported, on 12/06/12 the reporting person was granted 130,152 restricted stock units ("RSUs"), 43,384 of which will vest on each of 12/06/13, 12/06/14, and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,927.9323 dividend equivalent rights being reported reflect 1,143.8125 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 784.1198 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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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