

DONATELLI DAVID A
Form 4
January 31, 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 *
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)
01/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & GM, ESSN & TS

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 01/27/2012 | | F | | 3,731 | D | \$ 27.88 |
| | | | | | 31,483 | D | |

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

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SEC 1474 (9-02)

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 45.0789 | (2) | (2) | Common Stock | 45.0789 |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 128.8715 | (3) | (3) | Common Stock | 128.8715 |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 289.9609 | (4) | (4) | Common Stock | 289.9609 |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 346.2554 | (5) | (5) | Common Stock | 346.2554 |
| Restricted Stock Units | (1) | 01/04/2012 | | A | 412.2104 | (6) | (6) | Common Stock | 412.2104 |

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, ESSN & TS | |

Signatures

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

01/31/2012

**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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (2) As previously reported, on 12/10/10 the reporting person was granted 20,000 restricted stock units ("RSUs"), 10,000 of which vested on 12/10/11, and 10,000 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 45.0789 dividend equivalent rights being reported reflect 45.0789 dividend equivalent

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rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(3) 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 128.8715 dividend equivalent rights being reported reflect 128.8715 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(4) 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 will vest on 10/31/12, and 21,441 of which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 289.9609 dividend equivalent rights being reported reflect 289.9609 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(5) As previously reported, on 12/12/11 the reporting person was granted 76,811 restricted stock units ("RSUs"), 25,603 of which will vest 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 346.2554 dividend equivalent rights being reported reflect 346.2554 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(6) As previously reported, on 12/12/11 the reporting person was granted 91,442 restricted stock units ("RSUs"), 30,480 of which will vest 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 412.2104 dividend equivalent rights being reported reflect 412.2104 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

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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