

JOSHI VYOMESH

Form 4

December 08, 2010

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOSHI VYOMESH

(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)

12/06/2010

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 ____ Other (specify
below) below)

EVP IPG

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/06/2010		M	100,000	A \$ 33.625	239,153.6394 (1)	D
Common Stock	12/06/2010		S	100,000	D \$ (2)	42.6057 139,153.6394	D
Common Stock						1,475 (3)	I
							By 2001 Joshi Living Trust Account (Charles)

Common Stock		8,533 ⁽⁴⁾	I	Schwab) By 2001 Joshi Living Trust Account (at Goldman Sachs)
Common Stock		30,000 ⁽³⁾	I	By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock		30,000 ⁽³⁾	I	By Uma V. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock		50,000 ⁽⁵⁾	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock		50,000 ⁽⁵⁾	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 33.625	12/06/2010	M	100,000	01/18/2002 ⁽⁶⁾	01/18/2011	Common Stock	100				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOSHI VYOMESH C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP IPG	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Vyomesh I. Joshi 12/08/2010

__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 229,2152 shares at \$42.06 per share acquired under the HP Share Ownership Plan on 10/29/10.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$42.5800 to \$42.6400. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.

(3) There is no reportable change since the last filing. This is a reiteration of holdings only.

(4) The total indirect beneficial ownership reflects a decrease of 100,000 shares due to the transfer of 50,000 shares into each of the reporting person's 2010 GRATs on 12/06/10.

(5) The total indirect beneficial ownership reflects an increase of 50,000 shares due to the transfer of 50,000 shares previously reported as being held indirectly by the reporting person in his 2001 Living Trust into each of the reporting person's 2010 GRATs on 12/06/10.

(6) This option became exercisable in four equal annual installments beginning on this date.

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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