

JOSHI VYOMESH

Form 4

January 11, 2011

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

OMB
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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)

01/07/2011

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	01/07/2011		M	V Amount (A) or (D) Price \$ 125,000 A 15.745	270,631.036 (1)	D	
Common Stock	01/07/2011		S	V Amount (A) or (D) Price \$ 125,000 D 44.98	145,631.036	D	

Common
Stock

1,475 (3)

I

By 2001
Joshi
Living
Trust
Account
(Charles
Schwab)

Common Stock	8,533 ⁽³⁾	I	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 ⁽³⁾	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock	50,000 ⁽³⁾	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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	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 Underlying (Instr. 3 and 4)
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Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 15.745	01/07/2011	M	125,000	04/16/2004 ⁽⁴⁾	04/16/2011	Common Stock
Restricted Stock Units	⁽⁵⁾	12/30/2010	A	18.1164	⁽⁶⁾	⁽⁶⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	12/30/2010	A	22.7941	⁽⁷⁾	⁽⁷⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	12/30/2010	A	67.0781	⁽⁸⁾	⁽⁸⁾	Common Stock

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

01/11/2011

 **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 includes the acquisition of 14.3966 shares at \$42.0440 per share received on 12/30/10 through dividends paid under the HP Share Ownership Plan ("SOP") with respect to shares held under the SOP.
- (2) The sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/06/10.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (4) This option became exercisable in four equal annual installments beginning on this date.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (6) As previously reported, on 01/15/09 the reporting person was granted 19,140 restricted stock units ("RSUs"), 9,570 of which vested on 01/15/10, and 9,570 of which will vest on 01/15/11. 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 in column 9 includes 18.1164 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

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(7) As previously reported, on 12/10/09 the reporting person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which vested on 12/10/10 and 12,041 of which will vest on 12/10/11. 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 in column 9 includes 22.7941 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

(8) On 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which will vest 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 in column 9 includes 67.0781 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

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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