

MOTT RANDALL D

Form 4

January 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOTT RANDALL D

(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)

01/15/2011

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 & CIO

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	01/15/2011		M	8,327 A	\$ 46.25	207,499 ⁽¹⁾	D
Common Stock	01/15/2011		F	2,270 D	\$ 46.25	199,172 ⁽²⁾	D
Common Stock						92,746 ⁽³⁾	I By Trust

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(4)	01/15/2011		M			8,327 (5)	(5)	(5)	Common Stock	8,327
Restricted Stock Units	(4)	12/30/2010		A		15.1955		(6)	(6)	Common Stock	15.195
Restricted Stock Units	(4)	12/30/2010		A		35.7558		(7)	(7)	Common Stock	35.755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOTT RANDALL D C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP & CIO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Randall D.
Mott

01/19/2011

__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 direct beneficial ownership reflects a decrease of 5,135 shares due to the transfer of 5,135 shares into the reporting person's Trust on 12/17/10.
- (2) The total direct beneficial ownership reflects a decrease of 6,057 shares due to the transfer of 6,057 shares into the reporting person's Trust on 01/19/11.
- (3) The total indirect beneficial ownership reflects an increase of 5,135 shares due to the transfer of 5,135 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 12/17/10, and an increase of 6,057 shares due to the transfer of

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6,057 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 01/19/11.

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

As previously reported, on 01/15/09 the reporting person was granted 16,410 restricted stock units ("RSUs"), 8,205 of which vested on 01/15/10, and 8,205 of which vested on 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

- (5) are paid on HP common stock. The number of derivative securities in column 5 includes 15.5324 vested dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10, and a de minimus adjustment of 0.4386 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/09 the reporting person was granted 16,054 restricted stock units ("RSUs"), 8,027 of which vested on 12/10/10 and 8,027 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

- (6) are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 15.1955 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

As previously reported, on 12/10/10 the reporting person was granted 18,888 restricted stock units ("RSUs"), 9,444 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

- (7) common stock. The number of derivative securities beneficially owned in column 9 includes 35.7558 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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