HAMMERGREN JOHN H
Form 4
April 21, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAMMERGREN JOHN H

(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)
04/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/19/2011		M		2,584 (1)	A	$ 0	0 (2)	D	
Common Stock								17,041 (3)	I	By Hammergren Family Trust

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

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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. Ti Unde (Inst
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Restricted Stock Units	(4)	07/07/2010		A		19.4321 (5)		04/19/2011(5)	04/19/2020(5)	Co S
Restricted Stock Units	(4)	04/19/2011		M			2,583.4321 (5)	04/19/2011(5)	04/19/2020(5)	Co S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMERGREN JOHN H C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X			

Signatures

/s/ David Ritenour as Attorney-in-Fact for John H. Hammergren	04/21/2011
**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 amount reported reflects a deminimus adjustment of shares due to the rounding and prior reporting of fractional shares.

(2) The total direct beneficial ownership reflects a decrease of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 to the reporting person's total indirect beneficial ownership in his Family Trust.

(3) The total indirect beneficial ownership reflects an increase of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 previously reported as being held directly by the reporting person to his Family Trust.

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

(5) As previously reported, on 04/19/10 the reporting person was granted 2,564 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 19.4321 dividend equivalent rights being reported reflect 4.5623 dividend equivalent rights at $44.96 per RSU credited to the reporting person's account on 07/07/10; 5.0349 dividend equivalent rights at $40.74 per RSU credited to the reporting person's account on 10/06/10; 4.8538 dividend equivalent rights at $42.26 per RSU credited to the reporting person's account on 12/30/10 and 4.9811 dividend equivalent rights at $41.18 per RSU credited to the reporting person's account on 04/06/11. These RSUs cliff vested on 04/19/11, at which time the vested shares were delivered to the reporting person.

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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Explanation of Responses: