

THOMPSON G KENNEDY

Form 4

April 21, 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 *
THOMPSON G KENNEDY

(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)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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. 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	04/19/2011		M	(A) or (D) A	5,166 (1) \$ 0 21,785.0265	D	

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

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information contained in this form are not
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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. Ti Unde (Inst
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	07/07/2010		A	38.8563 (3)	04/19/2011(3) 04/19/2020(3)	Cor S
Restricted Stock Units	(2)	04/19/2011		M	5,165.8563 (3)	04/19/2011(3) 04/19/2020(3)	Cor S

Reporting Owners

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

Signatures

/s/ David Ritenour as Attorney-in-Fact for G. Kennedy
Thompson

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 de minimus adjustment of shares due to the rounding and prior reporting of fractional shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 04/19/10 the Reporting Person was granted 5,127 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 38.8563 dividend equivalent rights being reported reflect 9.1228 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10; 10.0677

- (3) dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10; 9.7056 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10 and 9.9602 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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