

WHITMAN MARGARET C
Form 4
April 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMAN MARGARET C

(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)
04/25/2012

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)
President & CEO

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. 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 Ownership (Instr. 4)
Common Stock	04/25/2012		M	(A) or (D) A	3,455 \$ 0 3,455	D	
Common Stock					66 (2)	I	Living Trust

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

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(9-02)

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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. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(3)	01/04/2012		A	32.8	(4)	(4)	Common Stock
Restricted Stock Units	(3)	04/25/2012		M	3,454.4241	(4)	(4)	Common Stock
Restricted Stock Units	(3)	01/04/2012		A	1,539.0961 (5)	(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		President & CEO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Margaret C. Whitman
 **Signature of Reporting Person
 Date: 04/27/2012

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 of fractional shares.
- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 04/25/11 the reporting person was granted 6,786 restricted stock units ("RSUs"). Following Reporting Person's appointment as Issuer's President and CEO on 09/22/11, the RSU award was reduced by 50% to reflect that the Reporting Person would not be serving as a non-employee director during the entire 2011-2012 Board term. The beneficial ownership in column 9 reflects this reduction by 3,421 RSUs. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 32.800 dividend equivalent rights being reported reflect 15.2953 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 17.5047 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

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On 12/14/11 the reporting person was granted 159,212 restricted stock units ("RSUs"), 53,070 of which will vest on 12/12/12, and 53,071 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,539.0961 dividend equivalent rights being reported reflect 717.7100 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 821.3861 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.