

HEWLETT PACKARD CO
Form 4
April 21, 2010

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 *
BABBIO LAWRENCE T JR

(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)
04/19/2010

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 04/20/2010 | | M | | 2,178 (1) \$ 0 | 39,014 | D |

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)

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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) | Date Exercisable | Expiration Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|-----------------|
| Nonemployee Stock Option (Right to Buy) | \$ 53.64 | 04/19/2010 | | A | 5,976 (2) | 04/19/2011 ⁽³⁾ | 04/19/2020 ⁽⁴⁾ | |
| Restricted Stock Units | (5) | 04/19/2010 | | A | 1,632 (6) | 04/19/2011 ⁽⁶⁾ | 04/19/2020 ⁽⁶⁾ | |
| Restricted Stock Units | (5) | 04/07/2010 | | A | 3,2471 (7) | 04/20/2010 ⁽⁷⁾ | 04/20/2019 ⁽⁷⁾ | |
| Restricted Stock Units | (5) | 04/20/2010 | | M | 2,177,7534 (7) | 04/20/2010 ⁽⁷⁾ | 04/20/2019 ⁽⁷⁾ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BABBIO LAWRENCE T JR C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | X | | | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Lawrence T. Babbio, Jr.

04/21/2010

__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) These options were acquired under the Issuer's 2004 Stock Incentive Plan.
- (3) This option will cliff vest and become exercisable beginning on this date.
- (4) This option is no longer exercisable beginning on this date.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (6) On 04/19/10 the Reporting Person was granted 1,632 restricted stock units ("RSUs"), all of which will cliff vest on 04/19/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.
- (7) As previously reported, on 04/20/09 the Reporting Person was granted 2,163 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 3,2471 dividend equivalent rights being reported reflect 3,2471 dividend equivalent rights at \$53.2900 per RSU credited to the Reporting Person's account on 04/07/10. These RSUs cliff vested on 04/20/10, at which time the vested shares were delivered to the Reporting Person.

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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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