

JOSHI VYOMESH  
Form 4  
June 29, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOSHI VYOMESH

(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)  
06/27/2011

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 below) \_\_\_ Other (specify below)  
EVP IPG

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 or Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	150,823.7376 <sup>(1)</sup>	D	By 2001 Joshi Living Trust Account (Charles Schwab)
Common Stock				V	1,475 <sup>(2)</sup>	I	By 2001 Joshi Living Trust Account (Charles Schwab)
Common Stock					68,533 <sup>(3)</sup>	I	By 2001 Joshi

Common Stock	0 <sup>(4)</sup>	I	Living Trust Account (at Goldman Sachs) By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock	0 <sup>(4)</sup>	I	By Uma V. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock	50,000 <sup>(2)</sup>	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock	50,000 <sup>(2)</sup>	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)

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)

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 or Number of

								Shares
Restricted Stock Units	(5)	04/06/2011	A	23.3919 (6)	(6)	(6)	Common Stock	23.3919
Restricted Stock Units	(5)	04/06/2011	A	68.8373 (7)	(7)	(7)	Common Stock	68.8373
Restricted Stock Units	(5)	06/27/2011	A	114,352	(8)	(8)	Common Stock	114,352

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOSHI VYOMESH C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP IPG	

## Signatures

/s/ David Ritenour as Attorney-in-Fact for Vyomesh I. Joshi	06/29/2011
__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 includes the acquisition of 14,7016 shares at \$41.2068 per share received on 04/06/11 through dividends paid under the HP Share Ownership Plan ("SOP") with respect to shares held under the SOP.
- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.  
  
The total indirect beneficial ownership reflects an increase of 60,000 shares due to the transfer of 11,530 shares from each of the Vyomesh I. Joshi 2009 GRAT and the Uma V. Joshi 2009 GRAT into the 2001 Joshi Living Trust Account on 02/28/11 and 18,470 shares from each of Vyomesh I. Joshi 2009 GRAT and the Uma V. Joshi 2009 GRAT into the 2001 Joshi Living Trust Account on 06/03/11.
- (3) The total indirect beneficial ownership reflects a decrease of 30,000 shares due to the transfer of 11,530 shares to the 2001 Joshi Living Trust Account on 02/28/11, and 18,470 shares to the 2001 Joshi Living Trust Account on 06/03/11.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.  
  
As previously reported, on 12/10/09 the reporting person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which vested on 12/10/10 and 12,041 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 23.3919 dividend equivalent rights being reported reflect 23.3919 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.
- (5) As previously reported, on 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 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 common stock. The 68.8373 dividend equivalent rights being reported reflect 68.8373 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.
- (6)
- (7)

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On 06/27/11 the reporting person was granted 114,352 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration (8) based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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.