

LIVERMORE ANN M
Form 4
December 12, 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 *
LIVERMORE ANN M

(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)
12/10/2012

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/10/2012		M		18,376	A	\$ 14.16
Common Stock	12/10/2012		F		8,493	D	\$ 14.16
Common Stock					90,844 ⁽³⁾	I	
Common Stock					4,171.4124 ⁽⁴⁾	I	

By Joint Living Trust
By Fidelity Investments Institutional Services

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- (2) The total direct beneficial ownership reflects a decrease of 18,283 shares due to the transfer of 18,283 shares into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- (3) The total indirect beneficial ownership reflects an increase of 18,283 shares due to the transfer of 18,283 shares previously reported as being held directly by the reporting person into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- These shares were held indirectly under HP's 401(k) Plan as of 11/30/12. Fidelity Investments Institutional Services Company, Inc.
- (4) accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which vested 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes
- (6) 79.8663 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, 91.4033 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12, 115.3178 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12, and 156.8507 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (7) The number of derivative securities in column 5 includes 659 vested dividend equivalent rights and a de minimus adjustment of 0.5619 due to fractional rounding of the dividend equivalent rights.

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.