McMullen John N Form 4 December 14, 2009

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McMullen John N

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEWLETT PACKARD CO [HPQ]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Month/Day/Year) 12/10/2009

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

SVP & Treasurer

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER **STREET**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(Zip)

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

PALO ALTO, CA 94304

(City)

		Tube 1 Tron Detritutive Securities Required, Disposed of, or Deficiently Switch							
1.Title of Security	2. Transaction Date (Month/Day/Year)	1			•	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/10/2009		M	31,625	A	\$ 43.29	42,891	D	
Common Stock	12/10/2009		S	32,891 (1)	D	\$ 50 (2)	10,000	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stk Option (right to buy)	\$ 43.29	12/10/2009		M		31,625	05/15/2000(3)	05/15/2010(4)	Common Stock
Restricted Stock Units	<u>(5)</u>	12/10/2009		A	2,408		<u>(6)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McMullen John N							
C/O HEWLETT-PACKARD COMPANY			SVP &				
3000 HANOVER STREET			Treasurer				
PALO ALTO CA 94304							

Signatures

/s/ David Ritenour as Attorney-in-Fact for John
McMullen

12/14/2009

**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 stock option exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/02/09.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$50 to \$50.04. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
- (3) This option became 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 12/10/09 the Reporting Person was granted 2,408 restricted stock units ("RSUs"), 1,204 of which will vest on each of 12/10/10 and 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

Reporting Owners 2

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