

JOSHI VYOMESH
Form 4
August 25, 2009

FORM 4

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

OMB APPROVAL

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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)
08/21/2009

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)
EVP IPG

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 or Price | | |
| Common Stock | 08/21/2009 | | M | | 5,174 A \$ 26.345 | 97,890.0689 (1) | D |
| Common Stock | 08/21/2009 | | M | | 127,984 A \$ 35.125 | 225,874.0689 | D |
| Common Stock | 08/21/2009 | | S | | 133,158 D \$ 44.2063 (2) | 92,716.2205 (1) | D |
| Common Stock | | | | | | 1,475 (3) | I By 2001 Joshi Living |

| | | | | | | |
|--------------|--|--|--|-----------------------|---|---|
| | | | | | | Trust Account (Charles Schwab) |
| Common Stock | | | | 68,533 ⁽³⁾ | I | By 2001 Joshi Living Trust Account (at Goldman Sachs) |
| Common Stock | | | | 50,000 ⁽³⁾ | I | By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs) |
| Common Stock | | | | 50,000 ⁽³⁾ | I | By Uma V. Joshi 2009 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 26.345 | 08/21/2009 | | M | 5,174 | 11/18/2002 ⁽⁴⁾ | 11/18/2009 | Common Stock |

| | | | | | | | |
|--------------------------------------|----------------|---------------------------|---|------------------------|---------------------------|----------------|--------------|
| Employee Stock Option (right to buy) | \$ 35.125 | 08/21/2009 | M | 127,984 | 11/18/2000 ⁽⁵⁾ | 11/18/2009 | Common Stock |
| Restricted Stock Units | ⁽⁶⁾ | 04/01/2009 ⁽⁷⁾ | A | 86.1556 ⁽⁷⁾ | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |

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 | 08/25/2009 |
| <u> </u> 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 beneficial ownership includes 14.4912 shares at \$38.9202 per share received through dividends paid in shares on 07/01/09 under the HP Share Ownership Plan (the "SOP") with respect to shares held under the SOP. The ending total beneficial ownership reflects a de minimus adjustment of .1516 shares due to the rounding and prior reporting of fractional shares.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$44 to \$44.405. 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) There is no reportable change since the last filing. This is a reiteration of holdings only.

(4) This option became 100% exercisable beginning on this date.

(5) This option became exercisable in four equal annual installments beginning on this date.

(6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(7) As previously reported, on 01/15/09 the reporting person was granted 19,140 restricted stock units ("RSUs"), 9,570 of which will vest on each of 01/15/10 and 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 86.1556 dividend equivalent rights being reported reflect 46.5693 dividend equivalent rights at \$32.88 per RSU credited to the reporting person's account on 04/01/09 and 39.5863 dividend equivalent rights at \$38.68 per RSU credited to the reporting person's account on 07/01/09.

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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