

HEWLETT PACKARD CO
Form 4
May 31, 2013

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 *
KADIFA ABDO G

(Last) (First) (Middle)
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)
05/29/2013

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, HP Software

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/29/2013		M		21,635	A	\$ 25.24
							21,992.7057 (1)
Common Stock	05/29/2013		F		8,132	D	\$ 25.24
							13,860.7057

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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(2)	05/29/2013		M		(3)	(3)	Common Stock	
Restricted Stock Units	(2)	01/02/2013		A	1,221.0297 (4)	(4)	(4)	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KADIFA ABDO G 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, HP Software	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Abdo G. Kadifa
 05/31/2013
 **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 357.7057 shares at \$19.5700 per share acquired on 04/30/13 under the HP 2011 Employee Stock Purchase Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 As previously reported, on 05/29/12 the reporting person was granted 63,000 restricted stock units ("RSUs"), 21,000 of which vested on 05/29/13, and 21,000 of which will vest on each of 05/29/14 and 05/29/15. 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
- (3) transaction being reported includes 553.6618 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13, and 379.5527 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. The number of derivative securities in column 5 includes 635 vested dividend equivalent rights and a de minimus adjustment of 0.9798 due to fractional rounding of the dividend equivalent rights.
- (4) As previously reported, on 12/06/12 the reporting person was granted 82,430 restricted stock units ("RSUs"), 27,476 of which will vest on 12/06/13, and 27,477 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,221.0297 dividend equivalent rights being reported reflect 724.4181 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 496.6116 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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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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