BOCIAN PETER J

Form 4

December 03, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

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 * **BOCIAN PETER J**

(First)

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Common

Stock

(Middle)

(Zip)

3. Date of Earliest Transaction

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

(Month/Day/Year) 12/01/2010

X_ Officer (give title Other (specify below)

Director

EVP and CAO

10% Owner

(Check all applicable)

(Street)

(State)

12/01/2010

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PALO ALTO, CA 94304

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

D

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 8,807.0858 F D 1.323 (1) 42.57

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)

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	01/06/2010		A	61.2	(3)	(3)	Common Stock	61.2	<u>(3</u>

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

BOCIAN PETER J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304

EVP and CAO

Signatures

/s/ David Ritenour as Attorney-in-Fact for Peter J. Bocian

12/03/2010

**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).
- The total includes the acquisition of 68.05876 dividend shares received in lieu of cash under the Hewlett-Packard Company Dividend Reinvestment Plan in transactions exempt under Rule 16b-3, and reflects 15.216405 shares credited to the Reporting Person's account on **(1)** 01/11/10; 14.971352 shares credited to the Reporting Person's account on 04/12/10; 18.061079 shares credited to the Reporting Person's account on 07/12/10; and 19.809924 shares credited to the Reporting Person's account on 10/12/10.
- (2) 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 9,030 restricted stock units ("RSUs"), 4,515 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. The 61.2 dividend equivalent rights being reported reflect 13.8444 dividend equivalent rights at \$47.0700 per RSU credited to the Reporting Person's account on 01/06/10; 13.5560 dividend equivalent rights at \$53.2900 per RSU credited to the Reporting Person's account on 04/07/10; 16.0676 dividend equivalent rights at \$44.9600 per RSU credited to the Reporting Person's Account on 07/07/10; and 17.7320 dividend equivalent rights at \$40.7400 per RSU credited to the Reporting Person's Account on 10/06/10.

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.

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