

MOTT RANDALL D
 Form 4
 January 19, 2011

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 *
MOTT RANDALL D

(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)
01/15/2011

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 & CIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/15/2011 | | M | V | 8,327 A \$ 46.25 | 207,499 ⁽¹⁾ | D |
| Common Stock | 01/15/2011 | | F | D | 2,270 D \$ 46.25 | 199,172 ⁽²⁾ | D |
| Common Stock | | | | | | 92,746 ⁽³⁾ | I By Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (4) | 01/15/2011 | | M | | (5) | (5) | Common Stock | 8,327 |
| Restricted Stock Units | (4) | 12/30/2010 | | A | 15.1955 | (6) | (6) | Common Stock | 15.1955 |
| Restricted Stock Units | (4) | 12/30/2010 | | A | 35.7558 | (7) | (7) | Common Stock | 35.7558 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOTT RANDALL D
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP & CIO

Signatures

/s/ David Ritenour as Attorney-in-Fact for Randall D. Mott

01/19/2011

**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 direct beneficial ownership reflects a decrease of 5,135 shares due to the transfer of 5,135 shares into the reporting person's Trust on 12/17/10.
- (2) The total direct beneficial ownership reflects a decrease of 6,057 shares due to the transfer of 6,057 shares into the reporting person's Trust on 01/19/11.
- (3) The total indirect beneficial ownership reflects an increase of 5,135 shares due to the transfer of 5,135 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 12/17/10, and an increase of 6,057 shares due to the transfer of

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6,057 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 01/19/11.

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

As previously reported, on 01/15/09 the reporting person was granted 16,410 restricted stock units ("RSUs"), 8,205 of which vested on 01/15/10, and 8,205 of which vested on 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

- (5) are paid on HP common stock. The number of derivative securities in column 5 includes 15.5324 vested dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10, and a de minimus adjustment of 0.4386 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/09 the reporting person was granted 16,054 restricted stock units ("RSUs"), 8,027 of which vested on 12/10/10 and 8,027 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

- (6) are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 15.1955 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

As previously reported, on 12/10/10 the reporting person was granted 18,888 restricted stock units ("RSUs"), 9,444 of which will vest 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

- (7) common stock. The number of derivative securities beneficially owned in column 9 includes 35.7558 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.

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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