

HEWLETT PACKARD CO  
Form 4  
August 03, 2010

**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 \*  
LESJAK CATHERINE A

(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)  
07/30/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_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**

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)
Common Stock					0 <sup>(1)</sup>	D	
Common Stock	07/30/2010		S	5,785 <sup>(3)</sup>	\$ 46.0635 <sup>(4)</sup>	I	Morgan Stanley Smith Barney Joint Account with Spouse
					306 <sup>(5)</sup>	I	

Common  
Stock

By  
Spouse

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(6)	07/07/2010		A	23.3541	(7) (7)	Common Stock 23.3541
Restricted Stock Units	(6)	07/07/2010		A	39.9929	(8) (8)	Common Stock 39.9929

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESJAK CATHERINE A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP & CFO	

## Signatures

/s/ David Ritenour as Attorney-in-Fact for Catherine A. Lesjak

08/03/2010

\*\*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).
- (1) The total beneficial ownership reflects a reduction due to reporting person having transferred 5,785 shares into the joint account with her spouse on 05/20/10.

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- (2) Reflects the sale of 5,785 shares transferred by the reporting person into a joint account with her spouse on 05/20/10.
- (3) The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2009.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$45.72 to \$46.30. Upon request, the
- (4) 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.
- (5) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (6) 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 26,250 restricted stock units ("RSUs"), 13,125 of which vested on 01/15/10, and 13,125 of which will vest on 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as
- (7) dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 23.3541 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10.
- As previously reported, on 12/10/09 the Reporting Person was granted 22,476 restricted stock units ("RSUs"), 11,238 of which will vest on 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
- (8) stock. The number of derivative securities beneficially owned in column 9 includes 39.9929 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10.

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.