

ZADAK JAN
Form 4
December 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ZADAK JAN

(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)
12/10/2011

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, GS

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/10/2011		M		4,218	A	\$ 27.9
					61,184 ⁽¹⁾	D	

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)

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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. 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	(2)	10/05/2011		A	33,5306 (3)	(3)	(3)	Common Stock	33.5
Restricted Stock Units	(2)	12/10/2011		M	4,218 (4)	(4)	(4)	Common Stock	4.2
Restricted Stock Units	(2)	10/05/2011		A	100,5868 (5)	(5)	(5)	Common Stock	100.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZADAK JAN C/O HEWLETT PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, GS	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Jan Zadak
 12/13/2011
 **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 beneficial ownership includes an additional 45,990 shares to correct the initial balance previously reported for the reporting person as of 07/21/11.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 As previously reported, on 05/13/09 the reporting person was granted 20,000 restricted stock units ("RSUs"), 6,666 of which vested on 05/13/10, 6,667 of which vested on 05/13/11, and 6,667 of which will vest on 05/13/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 33,5306 dividend equivalent rights being reported reflect 33,5306 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.
- (3) As previously reported, on 12/10/10 the reporting person was granted 12,500 restricted stock units ("RSUs"), 4,166 of which vested on 12/10/11, 4,167 of which will vest on 12/10/12, and 4,167 of which will vest on 12/10/13. 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 transaction being reported includes 62,8667 vested dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11. The number of derivative securities beneficially owned in column 5 includes 52 vested dividend equivalent rights, and a deminimus adjustment of 0.7502 due to fractional rounding of the dividend equivalent rights.

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- (5) As previously reported, on 05/26/11 the reporting person was granted 20,000 restricted stock units ("RSUs"), 6,666 of which will vest on 05/26/12, 6,667 of which will vest on 05/26/13, and 6,667 of which will vest on 05/26/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 100.5868 dividend equivalent rights being reported reflect 100.5868 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.

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.