

Nefkens Michael G
 Form 4
 May 02, 2013

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 *
 Nefkens Michael G

(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)

04/30/2013

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, Enterprise Services

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)
			Code	V	Amount or Price		
Common Stock	04/30/2013		M		7,943 A \$ 20.6		
Common Stock	04/30/2013		F		3,333 D \$ 20.6		
Common Stock					44,689 ⁽⁴⁾	I	By Michael and Molly Nefkens JTWROS

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

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(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 Number Shares
Restricted Stock Units	(5)	04/03/2013		A	16.0677	(6) (6)	Common Stock 16.0
Restricted Stock Units	(5)	04/30/2013		M	7,943 (8)	(7) (7)	Common Stock 7,9
Restricted Stock Units	(5)	04/03/2013		A	56.234	(9) (9)	Common Stock 56.2
Restricted Stock Units	(5)	04/03/2013		A	166.4309	(10) (10)	Common Stock 166.4
Restricted Stock Units	(5)	04/03/2013		A	367.5757	(11) (11)	Common Stock 367.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nefkens Michael G C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, Enterprise Services	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Michael G. Nefkens

05/02/2013

**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 direct beneficial ownership reflects a decrease of 1,253 shares due to the transfer of 1,253 shares into the reporting person's joint trust on 01/30/13.
- (2) The total direct beneficial ownership reflects an increase of 101 shares due to the correction of shares withheld for taxes from 02/14/13.
- (3) The total beneficial ownership includes 1.6557 shares at \$22.2791 per share acquired through dividends paid in shares on 04/03/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 0.05100 shares at \$22.0621 per share received on 04/05/13 through dividends paid in shares.
- (4) The total indirect beneficial ownership reflects an increase of 1,253 shares due to the transfer of 1,253 shares previously reported as being held directly by the reporting person into his joint trust 01/30/13.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (6) As previously reported, on 12/10/10 the reporting person was granted 8,000 restricted stock units ("RSUs"), 2,666 of which vested on 12/10/11, 2,667 of which vested on 12/10/12, and 2,667 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 16.0677 dividend equivalent rights being reported reflect 16.0677 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (7) As previously reported, on 08/01/11 the reporting person was granted 30,000 restricted stock units ("RSUs"), 7,500 of which vested on 10/31/11, 15,000 of which vested on 10/31/12, and 7,500 of which vested on 04/30/13. 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 45.1848 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. These RSUs vested on 04/30/13, at which time the vested shares were delivered to the reporting person.
- (8) The number of derivative securities in column 5 includes 443 vested dividend equivalent rights and a de minimus adjustment of 0.9031 due to fractional rounding of the dividend equivalent rights.
- (9) As previously reported, on 12/07/11 the reporting person was granted 14,000 restricted stock units ("RSUs"), 4,666 of which vested on 12/07/12, and 4,667 of which will vest on each of 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 56.2340 dividend equivalent rights being reported reflect 56.2340 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (10) As previously reported, on 09/19/12 the reporting person was granted 27,625 restricted stock units ("RSUs"), 13,812 of which will vest on 09/19/13, and 13,813 of which will vest on 09/19/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 166.4309 dividend equivalent rights being reported reflect 166.4309 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (11) As previously reported, on 01/16/13 the reporting person was granted 61,012 restricted stock units ("RSUs"), 20,337 of which will vest on each of 01/16/14 and 01/16/15, and 20,338 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 367.5757 dividend equivalent rights being reported reflect 367.5757 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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.