

Murrin James T  
 Form 4  
 December 14, 2009

**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 \*  
 Murrin James T

(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)  
 12/10/2009

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)  
 SVP, Controller & PAO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/28/2009		G	150 <sup>(1)</sup> D	\$ 0 <sub>(1)</sub> 51,247.4781 <sub>(2)</sub>	D	
Common Stock					11,476.9357 <sub>(3)</sub>	I	By Fidelity Investments Institutional Services Company, Inc

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 or Number of Shares
Restricted Stock Units	(4)	04/01/2009 <sup>(5)</sup>		A	37,4417 <sup>(5)</sup>	(5)	(5)	Common Stock	37,4417 <sup>(5)</sup>
Restricted Stock Units	(4)	12/10/2009		A	6,020	(6)	(6)	Common Stock	6,020

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murrin James T C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			SVP, Controller & PAO	

## Signatures

/s/ David Ritenour as Attorney-in-Fact for James T. Murrin  
 \*\*Signature of Reporting Person  
 Date: 12/14/2009

## 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) On 05/28/09 the reporting person gifted 150 shares to Jesuit High School Sacramento.  
 The total beneficial ownership includes 474.2213 shares at \$30.5830 per share acquired under the HP Share Ownership Plan ("SOP") on 04/30/09, 20.7129 shares at \$38.9202 per share received through dividends paid on 07/01/09 with respect to shares held under the SOP, and an additional 16.9134 shares at \$47.7616 per share received through dividends paid on 10/07/09 with respect to shares held under the SOP.
- (2)
- (3)

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These shares were held indirectly under the Issuer's 401(k) Plan as of 11/30/09. Fidelity Investments Institutional Services Company, Inc. accounts for holdings in the stock fund in units, comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of Issuer's common stock.

- (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 6,020 restricted stock units ("RSUs"), 3,010 of which will vest on each of 01/15/10 and 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 37.4417 dividend equivalent rights being reported reflect 14.6472 dividend equivalent rights at \$32.88 per RSU

- (5) credited to the Reporting Person's account on 04/01/09; 12.4509 dividend equivalent rights at \$38.68 per RSU credited to the Reporting Person's account on 07/01/09; and 10.3436 dividend equivalent rights at \$45.96 per RSU credited to the Reporting Person's account on 10/07/09.
- (6) On 12/10/09 the reporting person was granted 6,020 restricted stock units ("RSUs"), 3,010 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.

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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