

LIVERMORE ANN M
Form 4
January 06, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LIVERMORE ANN M

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, EB

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City) (State) (Zip)

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	01/05/2011		M	211,200 A	\$ 21.75 233,043.9129 ⁽¹⁾	D	
Common Stock	01/05/2011		S	211,200 ⁽²⁾ D	\$ 43.99 21,843.9129	D	
Common Stock					56,176 ⁽³⁾	I	By Joint Living Trust
Common Stock					4,010.0125 ⁽⁴⁾	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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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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stk Option (right to buy)	\$ 21.75	01/05/2011		M	211,200	01/31/2003 ⁽⁵⁾ 01/31/2012 ⁽⁶⁾	Comm Stock
Restricted Stock Units	<u>(7)</u>	12/30/2010		A	27.1746	<u>(8)</u> <u>(8)</u>	Comm Stock
Restricted Stock Units	<u>(7)</u>	12/30/2010		A	30.3928	<u>(9)</u> <u>(9)</u>	Comm Stock
Restricted Stock Units	<u>(7)</u>	12/30/2010		A	67.0781	<u>(10)</u> <u>(10)</u>	Comm Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIVERMORE ANN M
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, EB

Signatures

/s/ David Ritenour as Attorney-in-Fact for Ann M.
Livermore

01/06/2011

__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 9.9561 shares at \$42.0244 per share acquired under the HP Share Ownership Plan on 12/30/10.
- (2) The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/06/10.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- These shares were held indirectly under HP's 401(k) Plan as of 12/31/10. Fidelity Investments Institutional Services Company, Inc. accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.
- (4) This option became exercisable in four equal annual installments beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (7) As previously reported, on 01/15/09 the reporting person was granted 28,710 restricted stock units ("RSUs"), 14,355 of which vested on 01/15/10, and 14,355 of which will vest on 01/15/11. The number of derivative securities beneficially owned in column 9 includes 27.1746 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (8) As previously reported, on 12/10/09 the reporting person was granted 32,109 restricted stock units ("RSUs"), 16,054 of which vested on 12/10/10 and 16,055 of which will vest on 12/10/11. 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 in column 9 includes 30.3928 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (9) On 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 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 common stock. The number of derivative securities beneficially owned in column 9 includes 67.0781 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (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.