

Hinshaw John M
Form 4
January 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
Hinshaw John M

(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)

01/16/2013

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, Technology and Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 15,179 ⁽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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 17.21 | 01/16/2013 | | A | | 122,023 | | 01/16/2015 ⁽²⁾ | 01/16/2021 ⁽²⁾ | Common Stock |
| Restricted Stock Units | (3) | 01/02/2013 | | A | | 316,378 ⁽⁴⁾ | | (4) | (4) | Common Stock |
| Restricted Stock Units | (3) | 01/02/2013 | | A | | 112,507 ⁽⁵⁾ | | (5) | (5) | Common Stock |
| Restricted Stock Units | (3) | 01/02/2013 | | A | | 433,701 ⁽⁶⁾ | | (6) | (6) | Common Stock |
| Restricted Stock Units | (3) | 01/16/2013 | | A | | 13,074 ⁽⁷⁾ | | (7) | (7) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hinshaw John M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP, Technology and Operations | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for John M. Hinshaw

01/18/2013

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.

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(2) This option will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, in both cases subject to the satisfaction of certain stock price performance conditions prior to the fourth anniversary of the grant date.

(3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(4) As previously reported, on 11/15/11 the reporting person was granted 54,000 restricted stock units ("RSUs"), 18,000 of which vested on 11/15/12, and 18,000 of which will vest on each of 11/15/13 and 11/15/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 316.3782 dividend equivalent rights being reported reflect 316.3782 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13.

(5) As previously reported, on 12/12/11 the reporting person was granted 19,203 restricted stock units ("RSUs"), 6,401 of which vested on 12/12/12, and 6,401 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 112.5076 dividend equivalent rights being reported reflect 112.5076 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13.

(6) On 12/06/12 the reporting person was granted 49,350 restricted stock units ("RSUs"), 16,450 of which will vest on each of 12/06/13, 12/06/14, and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 433.7017 dividend equivalent rights being reported reflect 433.7017 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13.

(7) On 01/16/13 the reporting person was granted 13,074 restricted stock units ("RSUs"), 4,358 of which will vest on each of 01/16/14, 01/16/15, and 01/16/16. 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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