

McMullen John N
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 *
McMullen John N

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)
04/30/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

SVP & Treasurer

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/30/2013		M	1,483 A \$ 20.6	1,483 ⁽¹⁾	D	
Common Stock	04/30/2013		F	545 D \$ 20.6	938	D	
Common Stock					15,603 ⁽²⁾	I	McMullen Family Trust

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

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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	(3)	04/30/2013		M		(4) (4)	Common Stock 1,483 (5)
Restricted Stock Units	(3)	01/02/2013		A	75.8718	(6) (6)	Common Stock 75.8718
Restricted Stock Units	(3)	01/02/2013		A	224.9344	(7) (7)	Common Stock 224.9344

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMullen John N C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			SVP & Treasurer	

Signatures

/s/ David Ritenour as Attorney-in-Fact for John McMullen 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 15,603 shares due to the transfer of 15,603 shares into the reporting person's trust on 03/04/13.
 - (2) The total indirect beneficial ownership reflects an increase of 15,603 shares due to the transfer of 15,603 shares previously reported as being held directly by the reporting person into his trust on 03/04/13.
 - (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

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- As previously reported, on 08/01/11 the reporting person was granted 5,600 restricted stock units ("RSUs"), 1,400 of which vested on 10/31/11, 2,800 of which vested on 10/31/12, and 1,400 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 12.3036 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 8.4345 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.
- (4)
- (5) The number of derivative securities in column 5 includes 83 vested dividend equivalent rights and a de minimus adjustment of 0.2619 due to fractional rounding of the dividend equivalent rights.

- As previously reported, on 12/12/11 the reporting person was granted 7,682 restricted stock units ("RSUs"), 2,560 of which vested on 12/12/12, and 2,561 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 75.8718 dividend equivalent rights being reported reflect 45.0136 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 30.8582 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (6)

- As previously reported, on 12/06/12 the reporting person was granted 15,185 restricted stock units ("RSUs"), 5,061 of which will vest on 12/06/13, and 5,062 of which will vest on each of 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 224.9344 dividend equivalent rights being reported reflect 133.4501 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 91.4843 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (7)

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.