

HAMMERGREN JOHN H

Form 4

April 21, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAMMERGREN JOHN H

(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)

04/19/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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. 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	04/19/2011		M	(A) or (D) 2,584 (1)	\$ 0 0 (2)	D	
Common Stock					17,041 (3)	I	By Hammergren Family Trust

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

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SEC 1474
(9-02)

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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 of Underlying Security (Instr. 3)
Restricted Stock Units	(4)	07/07/2010		A	19,432 (5)	04/19/2011 (5) 04/19/2020 (5)	Common Stock
Restricted Stock Units	(4)	04/19/2011		M	2,583,432 (5)	04/19/2011 (5) 04/19/2020 (5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAMMERGREN JOHN H C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X

Signatures

/s/ David Ritenour as Attorney-in-Fact for John H. Hammergren
 04/21/2011
 **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 amount reported reflects a de minimus adjustment of shares due to the rounding and prior reporting of fractional shares.
- (2) The total direct beneficial ownership reflects a decrease of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 to the reporting person's total indirect beneficial ownership in his Family Trust.
- (3) The total indirect beneficial ownership reflects an increase of 14,441 shares due to the transfer of 7,259 shares on 04/26/10; 4,598 shares on 01/31/11; and 2,584 shares on 04/21/11 previously reported as being held directly by the reporting person to his Family Trust.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 04/19/10 the reporting person was granted 2,564 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 19,432 dividend equivalent rights being reported reflect 4.5623 dividend equivalent rights at \$44.96 per RSU credited to the reporting person's account on 07/07/10; 5.0349 dividend equivalent rights at \$40.74 per RSU credited to the reporting person's account on 10/06/10; 4.8538 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10 and 4.9811 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11. These RSUs cliff vested on 04/19/11, at which time the vested shares were delivered to the reporting person.

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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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