Murrin James T Form 4 January 31, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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 See Instruction

1(b).

(Last)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Murrin James T

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

HEWLETT PACKARD CO [HPQ]

(Check all applicable) 3. Date of Earliest Transaction

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER **STREET**

(Month/Day/Year) 01/30/2012

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

SVP, Controller & PAO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

11,747.3038

(2)

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Ac	quired, Disposed	of, or Benefic	ially 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/30/2012		M	30,000	A	\$ 21.75	97,079.2079	D	
Common Stock	01/30/2012		S	30,000	D	\$ 27.28 (1)	67,079.2079	D	
									By Fidelity Investments

Institutional

Services Company,

Inc

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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 o Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orderivative of Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employ Stock Option (right to buy)	\$ 21.75	01/30/2012		M	, ,		01/31/2003(3)	01/31/2012	Common Stock
Restrict Stock Units	ted <u>(4)</u>	01/04/2012		A	15.9624		<u>(5)</u>	<u>(5)</u>	Common Stock
Restrict Stock Units	ted (<u>4)</u>	01/04/2012		A	35.1615		<u>(6)</u>	<u>(6)</u>	Common Stock
Restrict Stock Units	ted (4)	01/04/2012		A	92.3351		<u>(7)</u>	<u>(7)</u>	Common Stock

Reporting Owners

Murrin

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							

**Signature of Reporting Person

/s/ David Ritenour as Attorney-in-Fact for James T.

Date

01/31/2012

Reporting Owners 2

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 sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2011.
- These shares were held indirectly under the Issuer's 401(k) Plan as of 12/30/11. Fidelity Investments Institutional Services Company, Inc. (2) 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.
- (3) This option became exercisable in four annual installments beginning on this date.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 12/10/10 the reporting person was granted 7,081 restricted stock units ("RSUs"), 3,540 of which vested on 12/10/11 and 3,541 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 15.9624 dividend equivalent rights being reported reflect 15.9624 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.
- As previously reported, on 08/01/11 the reporting person was granted 10,400 restricted stock units ("RSUs"), 2,600 of which vested on 10/31/11, 5,200 of which will vest on 10/31/12, and 2,600 of which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 35.1615 dividend equivalent rights being reported reflect 35.1615 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.
- As previously reported, on 12/12/11 the reporting person was granted 20,483 restricted stock units ("RSUs"), 6,827 of which will vest on 12/12/12, and 6,828 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 92.3351 dividend equivalent rights being reported reflect 92.3351 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

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.