LIVERMORE ANN M

Form 4

December 12, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * LIVERMORE ANN M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEWLETT PACKARD CO [HPQ]

(Check all applicable)

C/O HEWLETT-PACKARD

(First)

(Middle)

COMPANY, 3000 HANOVER

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2012

_X__ Director 10% Owner _ Other (specify Officer (give title

STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PALO ALTO, CA 94304

						1 613011			
(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secu	rities Acc	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/10/2012		M	18,376	A	\$ 14.16	31,788.7323 (1) (2)	D	
Common Stock	12/10/2012		F	8,493	D	\$ 14.16	23,295.7323	D	
Common Stock							90,844 (3)	I	By Joint Living Trust
Common Stock							4,171.4124 (<u>4)</u>	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)

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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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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 or Number of Shares
Restricted Stock Units	<u>(5)</u>	12/10/2012		M		18,376 (6) (7)	<u>(6)</u>	<u>(6)</u>	Common Stock	18,376

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

X

Signatures

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

12/12/2012

**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).

The total beneficial ownership includes 23.9508 shares at \$26.5149 per share acquired through dividends paid under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 01/04/12, 27.3952 shares at \$23.2862 per share acquired through dividends paid under the

(1) ESPP on 04/04/12, 35.8061 shares at \$19.6980 per share acquired through dividends paid under the ESPP on 07/05/12, and 46.4486 shares at \$15.2860 per share acquired through dividends paid under the ESPP.

Reporting Owners 2

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- (2) The total direct beneficial ownership reflects a decrease of 18,283 shares due to the transfer of 18,283 shares into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- (3) The total indirect beneficial ownership reflects an increase of 18,283 shares due to the transfer of 18,283 shares previously reported as being held directly by the reporting person into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- These shares were held indirectly under HP's 401(k) Plan as of 11/30/12. Fidelity Investments Institutional Services Company, Inc.
- (4) 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.
- (5) 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 35,434 restricted stock units ("RSUs"), 17,717 of which vested 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 immediately prior to the transaction being reported includes
- (6) 79.8663 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, 91.4033 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12, 115.3178 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12, and 156.8507 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (7) The number of derivative securities in column 5 includes 659 vested dividend equivalent rights and a deminimus adjustment of 0.5619 due to fractional rounding of the dividend equivalent rights.

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.