Hinshaw John M Form 4 January 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Hinshaw John M

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/16/2013

(Check all applicable)

_X__ Officer (give title

Director

10% Owner Other (specify

below)

EVP, Technology and Operations

COMPANY, 3000 HANOVER **STREET**

C/O HEWLETT-PACKARD

(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PALO ALTO, CA 94304

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

 $15,179 \frac{(1)}{2}$ D

Common Stock

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	-	7. Title and Ar Underlying Se (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	316.3782 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	(3)	01/02/2013		A	112.5076 (5)	(5)	(5)	Common Stock
Restricted Stock Units	(3)	01/02/2013		A	433.7017 (<u>6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(3)</u>	01/16/2013		A	13,074 (7)	<u>(7)</u>	<u>(7)</u>	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.

Reporting Owners 2

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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.
- 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.
- 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.
- 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.
- 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, (7) 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. 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.