

HAMMERGREN JOHN H
 Form 4
 April 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)

04/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	0 ⁽¹⁾	D	
Common Stock				(A) or (D)	18,041 ⁽²⁾	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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 (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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(3)	04/20/2012		A	11,220	(4) (4)	Common Stock	11,220
Restricted Stock Units	(3)	01/04/2012		A	65.6	(5) (5)	Common Stock	65.6

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 04/24/2012

__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).
- (1) The total direct beneficial ownership reflects a decrease of 1,000 shares due to the transfer of 1,000 shares into the Reporting Person's family trust on 12/12/11.
- (2) The total indirect beneficial ownership reflects an increase of 1,000 shares due to the transfer of 1,000 shares previously reported as being held directly by the Reporting Person into the Reporting Person's family trust on 12/12/11.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (4) On 04/20/12 the Reporting Person was granted 11,220 restricted stock units ("RSUs"), all of which will cliff vest on 04/20/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.
- (5) As previously reported, on 04/25/11 the Reporting Person was granted 6,786 restricted stock units ("RSUs"), all of which will cliff vest on 04/25/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 65.6000 dividend equivalent rights being reported reflect 30.5905 dividend equivalent rights at \$26.62 per RSU credited to the Reporting

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Person's account on 01/04/12; and 35.0095 dividend equivalent rights at \$23.26 per RSU credited to the Reporting Person's account on 04/04/12.

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.