

JOSHI VYOMESH
Form 4
December 14, 2009

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOSHI VYOMESH

(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)
12/10/2009

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)
EVP IPG

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 (Instr. 4)
Common Stock				(A) or (D) Price	92,866.9273 <u>(1)</u>	D	By 2001 Joshi
Common Stock				(A) or (D) Price	1,475 <u>(2)</u>	I	Living Trust Account (Charles Schwab)
Common Stock				(A) or (D) Price	108,533 <u>(3)</u>	I	By 2001 Joshi

Common Stock	30,000 ⁽⁴⁾	I	Living Trust Account (at Goldman Sachs)
Common Stock	30,000 ⁽⁴⁾	I	By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock	30,000 ⁽⁴⁾	I	By Uma V. Joshi 2009 GRAT (at Goldman Sachs)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	⁽⁵⁾	10/07/2009		A	32,8866	⁽⁶⁾ ⁽⁶⁾	Common Stock 32,8866
Restricted Stock Units	⁽⁵⁾	12/10/2009		A	24,081	⁽⁷⁾ ⁽⁷⁾	Common Stock 24,081

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOSHI VYOMESH
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP IPG

Signatures

/s/ David Ritenour as Attorney-in-Fact for Vyomesh I.
Joshi

12/14/2009

__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 beneficial ownership includes 138.8806 shares at \$47.4600 per share acquired under the HP Share Ownership Plan ("SOP") on 10/30/09 and 11.8262 shares at \$47.7616 per share received through dividends paid on 10/07/09 with respect to shares held under the SOP.

(2) There is no reportable change since the last filing. This is a reiteration of holdings only.

(3) The total indirect beneficial ownership reflects an increase of 40,000 shares due to the transfer of 20,000 shares from each of the Vyomesh I. Joshi 2009 GRAT and the Uma V. Joshi 2009 GRAT into the 2001 Joshi Living Trust Account on 12/04/09.

(4) The total indirect beneficial ownership reflects a decrease of 20,000 shares due to the transfer of 20,000 shares to the 2001 Joshi Living Trust Account on 12/04/09.

(5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(6) As previously reported, on 01/15/09 the reporting person was granted 19,140 restricted stock units ("RSUs"), 9,570 of which will vest on each of 01/15/10 and 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 32.8866 dividend equivalent rights being reported reflect 32.8866 dividend equivalent rights at \$45.96 per RSU credited to the reporting person's account on 10/07/09.

(7) On 12/10/09 the Reporting Person was granted 24,081 restricted stock units ("RSUs"), 12,040 of which will vest on 12/10/10 and 12,041 which will vest on 12/10/11. 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.