

JOSHI VYOMESH
Form 4
December 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2010

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

(Street)
PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/06/2010		M		100,000 A \$ 33.625	239,153.6394 (1)	D
Common Stock	12/06/2010		S		100,000 D \$ 42.6057 (2)	139,153.6394	D
Common Stock						1,475 (3)	I
							By 2001 Joshi Living Trust Account (Charles

Common Stock					8,533 ⁽⁴⁾	I	Schwab) By 2001 Joshi Living Trust Account (at Goldman Sachs)
Common Stock					30,000 ⁽³⁾	I	By Vyomesh I. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock					30,000 ⁽³⁾	I	By Uma V. Joshi 2009 GRAT (at Goldman Sachs)
Common Stock					50,000 ⁽⁵⁾	I	By Vyomesh I. Joshi 2010 GRAT (at Goldman Sachs)
Common Stock					50,000 ⁽⁵⁾	I	By Uma V. Joshi 2010 GRAT (at Goldman Sachs)

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 of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 33.625	12/06/2010	M		100,000		01/18/2002 ⁽⁶⁾	01/18/2011	Common Stock	100

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	12/08/2010
**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 229,215 shares at \$42.06 per share acquired under the HP Share Ownership Plan on 10/29/10. The price in Column 4 is a weighted average price. The prices actually received ranged from \$42.5800 to \$42.6400. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.
- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (3) The total indirect beneficial ownership reflects a decrease of 100,000 shares due to the transfer of 50,000 shares into each of the reporting person's 2010 GRATs on 12/06/10.
- (4) The total indirect beneficial ownership reflects an increase of 50,000 shares due to the transfer of 50,000 shares previously reported as being held indirectly by the reporting person in his 2001 Living Trust into each of the reporting person's 2010 GRATs on 12/06/10.
- (5) This option became exercisable in four equal annual installments beginning on this date.

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.