

VEGHTE WILLIAM L
Form 4
November 02, 2011

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 *
VEGHTE WILLIAM L

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)
10/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, HP Software

(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 Beneficial Ownership (Instr. 4)
Common Stock	10/31/2011		M	V Amount (A) or (D) Price	\$ 48,376.6872 26.61 (1) (2)	D	
Common Stock	10/31/2011		F	V Amount (A) or (D) Price	\$ 43,758.6872 26.61	D	

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. 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 Number Shares
Restricted Stock Units	(3)	10/05/2011		A	50,2934 (4)	(4)	(4)	Common Stock	50.29
Restricted Stock Units	(3)	10/31/2011		M	12,585	(5)	(5)	Common Stock	12,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, HP Software	

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte
 11/02/2011
 **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 an additional 8,442 shares to correct the initial balance previously reported for the reporting person as of 08/16/11.
- (2) The total beneficial ownership includes 682.6872 shares at \$25.2795 per share acquired under the HP 2011 Employee Stock Ownership Plan ("ESPP") on 10/31/11 with respect to shares held under the ESPP.
- (3) 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 10,000 restricted stock units ("RSUs"), 5,000 of which will vest on 12/10/11, and 5,000 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 50.2934 dividend equivalent rights being reported reflect 50.2934 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11.
- (5) As previously reported, on 08/01/11 the reporting person was granted 50,000 restricted stock units ("RSUs"), 12,500 of which vested on 10/31/11, 25,000 of which will vest on 10/31/12, and 12,500 of which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 9 includes 251.4669 vested dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimis

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adjustment of 0.5331 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.

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