

LIVERMORE ANN M
Form 4
December 13, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LIVERMORE ANN M

(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)
12/10/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/10/2011		M	V Amount (A) or (D) Price 34,293 A \$ 27.9	47,572.1316 (1) (2)	D	
Common Stock	12/10/2011		F	16,010 D \$ 27.9	31,562.1316	D	
Common Stock					72,561 (3)	I	By Joint Living Trust
Common Stock					4,060.92 (4)	I	By Fidelity Investments Institutional Services

Company,
Inc.

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 (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. 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)	12/10/2011		M		16,359	(6)	(6)	(6)	Common Stock	16,359
Restricted Stock Units	(5)	12/10/2011		M		17,934	(7)	(7)	(7)	Common Stock	17,934

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIVERMORE ANN M
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ David Ritenour as Attorney-in-Fact for Ann M.
Livermore

12/13/2011

**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).

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(1) The total beneficial ownership includes 10.1723 shares at \$41.21 per share acquired through dividends paid under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 01/27/11, 17.4742 shares at \$36.05 per share acquired through dividends paid under the ESPP on 07/06/11, and 24.5722 shares at \$25.73 per share acquired through dividends paid under the ESPP on 10/05/11 with respect to shares held under the ESPP.

(2) The total direct beneficial ownership reflects a decrease of 16,385 shares due to the transfer of 16,385 shares into a Joint Living Trust with the reporting person's spouse on 01/27/11.

(3) The total indirect beneficial ownership reflects an increase of 16,385 shares due to the transfer of 16,385 shares previously reported as being held directly by the reporting person into a Joint Living Trust with the reporting person's spouse on 01/27/11.

These shares were held indirectly under HP's 401(k) Plan as of 11/30/11. Fidelity Investments Institutional Services Company, Inc. accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.

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

As previously reported, on 12/10/09 the reporting person was granted 32,109 restricted stock units ("RSUs"), 16,054 of which vested on 12/10/10 and 16,055 of which vested on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 5 includes 31.1899 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11, 53.2210 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, 80.7460 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11, and a de minimus adjustment of 0.4503 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/10 the reporting person was granted 35,434 restricted stock units ("RSUs"), 17,717 of which vested on 12/10/11, and 17,717 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 68.8373 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11, 117.4608 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11, and 178.2096 dividend equivalent rights at \$23.86 per RSU credited to the reporting person's account on 10/05/11. The number of derivative securities beneficially owned in column 5 includes 217 vested dividend equivalent rights and a de minimus adjustment of 0.4142 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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