

VEGHTE WILLIAM L
Form 4
November 02, 2012

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

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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 *
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)
10/31/2012

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & COO

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/31/2012 | | M | 25,554 | A \$ 13.85 | (1) | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | (2) | 01/04/2012 | | A | 125,1448 (3) | (3) (3) | Common Stock |
| Restricted Stock Units | (2) | 10/31/2012 | | M | 25,554 (5) | (4) (4) | Common Stock |
| Restricted Stock Units | (2) | 01/04/2012 | | A | 1,373,2137 (6) | (6) (6) | Common Stock |

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 & COO | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte
 11/02/2012
 **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).
- The total beneficial ownership includes 975.0391 shares at \$23.5220 per share acquired under the HP 2011 Employee Stock Ownership Plan ("ESPP") on 04/30/12 with respect to shares held under the ESPP; 2.2244 shares at \$26.5149 per share acquired through dividends
- (1) paid in shares on 01/04/12; 2.5414 shares at \$23.2862 per share acquired through dividends paid in shares on 04/04/12; 8.0208 shares at \$19.6980 per share acquired through dividends paid in shares on 07/05/12; and 10.3858 shares at \$15.2860 per share acquired through dividends paid in shares on 10/03/12 with respect to shares held under the ESPP.
 - (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (3) 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 125.1448 dividend equivalent rights being reported reflect 22.5394 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 25.7954 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 32.5444 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 44.2656 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
 - (4)

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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 vested 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 beneficially owned immediately prior to the transaction being reported includes 169.0458 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 193.4652 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 244.0828 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 331.9920 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- (5) The number of derivative securities beneficially owned in column 5 includes 554 vested dividend equivalent rights and a de minimus adjustment of 0.4142 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which will vest on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,373.2137 dividend equivalent rights being reported reflect 247.3253

- (6) dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 283.0525 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 357.1095 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 485.7264 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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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