

DONATELLI DAVID A

Form 4

January 31, 2012

**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 \*  
DONATELLI DAVID A

(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)

01/27/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP &amp; GM, ESSN &amp; TS

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 01/27/2012                              |                                                             | F                                       | 3,731                                                                   | D<br>\$<br>27.88                                                                                                   | 31,483                                                               | D                                       |

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/04/2012                              |                                                             | A                                       |                                                                                                           | 45.0789                                                        |     | (2)                                                                 | (2)                | Common<br>Stock | 45.0789                          |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/04/2012                              |                                                             | A                                       |                                                                                                           | 128.8715                                                       |     | (3)                                                                 | (3)                | Common<br>Stock | 128.8715                         |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/04/2012                              |                                                             | A                                       |                                                                                                           | 289.9609                                                       |     | (4)                                                                 | (4)                | Common<br>Stock | 289.9609                         |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/04/2012                              |                                                             | A                                       |                                                                                                           | 346.2554                                                       |     | (5)                                                                 | (5)                | Common<br>Stock | 346.2554                         |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 01/04/2012                              |                                                             | A                                       |                                                                                                           | 412.2104                                                       |     | (6)                                                                 | (6)                | Common<br>Stock | 412.2104                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| DONATELLI DAVID A<br>C/O HEWLETT-PACKARD COMPANY<br>3000 HANOVER STREET<br>PALO ALTO, CA 94304 | EVP & GM, ESSN & TS              |

## Signatures

/s/ David Ritenour as Attorney-in-Fact for David A. Donatelli

01/31/2012

                     \*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (2) As previously reported, on 12/10/10 the reporting person was granted 20,000 restricted stock units ("RSUs"), 10,000 of which vested on 12/10/11, and 10,000 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 45.0789 dividend equivalent rights being reported reflect 45.0789 dividend equivalent

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rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

- (3) As previously reported, on 06/27/11 the reporting person was granted 28,588 restricted stock units ("RSUs"), all of which will cliff vest on 06/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 128.8715 dividend equivalent rights being reported reflect 128.8715 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

- (4) As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs"), 21,441 of which vested on 10/31/11, 42,882 of which will vest on 10/31/12, and 21,441 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 289.9609 dividend equivalent rights being reported reflect 289.9609 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

- (5) As previously reported, on 12/12/11 the reporting person was granted 76,811 restricted stock units ("RSUs"), 25,603 of which will vest on 12/12/12, and 25,604 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 346.2554 dividend equivalent rights being reported reflect 346.2554 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

- (6) As previously reported, on 12/12/11 the reporting person was granted 91,442 restricted stock units ("RSUs"), 30,480 of which will vest on 12/12/12, and 30,481 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 412.2104 dividend equivalent rights being reported reflect 412.2104 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

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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