

HEWLETT PACKARD CO

Form 4

June 05, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADLEY RICHARD TODD

(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)

06/03/2013

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 ____ Other (specify
below) below)
EVP, PPSG

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 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 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				(A) or (D)	Price	0 ⁽¹⁾	D
Common Stock	06/03/2013		S	30,000	D	\$ 24.45	90,762 ⁽²⁾ ⁽³⁾
						I	Bradley Trust 04/12/10

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	(4)	01/02/2013		A	1,693.8881 (5)	(5) (5)	Common Stock 1,693.8
Restricted Stock Units	(4)	01/02/2013		A	650.1691 (6)	(6) (6)	Common Stock 650.1
Restricted Stock Units	(4)	01/02/2013		A	2,008.2628 (7)	(7) (7)	Common Stock 2,008.2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY RICHARD TODD C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, PPSG	

Signatures

/s/ David Ritenour as Attorney-in-Fact for R. Todd Bradley 06/04/2013

__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 direct beneficial ownership reflects a decrease of 21,791 shares due to the transfer of 21,791 shares into the reporting person's trust on 02/08/13.
- (2) The total indirect beneficial ownership reflects a decrease of 38,261 shares due to the transfer of 38,261 shares to the Margaret Bradley Revocable Trust UAD 03/11/10 on 08/09/12.
- (3) The total indirect beneficial ownership reflects an increase of 21,791 shares due to the transfer of 21,791 shares previously reported as being held directly by the reporting person into his trust on 02/08/13.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (5) As previously reported, on 06/27/11 the reporting person was granted 114,352 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when

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and as dividends are paid on HP common stock. The 1,693.8881 dividend equivalent rights being reported reflect 1,004.9577 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13, and 688.9304 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 12/12/11 the reporting person was granted 65,838 restricted stock units ("RSUs"), 21,946 of which vested on 12/12/12, and 21,946 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs

- (6) when and as dividends are paid on HP common stock. The 650.1691 dividend equivalent rights being reported reflect 385.7353 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13, and 264.4338 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 12/06/12 the reporting person was granted 135,575 restricted stock units ("RSUs"), 45,191 of which will vest on 12/06/13, and 45,192 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these

- (7) RSUs when and as dividends are paid on HP common stock. The 2,008.2628 dividend equivalent rights being reported reflect 1,191.4714 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13, and 816.7914 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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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