

Lane Raymond J.
Form 4
April 27, 2012

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 *
Lane Raymond J.

(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)
04/25/2012

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)
Executive Chairman

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/25/2012		M	A	\$ 0	22,092	D
						<u>6,909</u> (1)	

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

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(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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	01/04/2012		A	290.0088 (3)	(3)	(3)	Common Stock
Restricted Stock Units	(2)	01/04/2012		A	65.6 (4)	(4)	(4)	Common Stock
Restricted Stock Units	(2)	04/25/2012		M	6,908.2241	(4)	(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Raymond J. C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X			Executive Chairman

Signatures

/s/ David Ritenour as Attorney-in-Fact for Raymond J. Lane
04/27/2012
Date

**Signature of Reporting Person

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 amount reported reflects a de minimus adjustment of shares due to the rounding of fractional shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 11/01/10 the reporting person was granted 45,000 restricted stock units ("RSUs"), 15,000 of which vested on 11/01/11, and 30,000 of which will vest on 11/01/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 290.0088 dividend equivalent rights being reported reflect 135.2367 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 154.7721 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

- (3) As previously reported, on 04/25/11 the reporting person was granted 6,786 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 65.6000 dividend equivalent rights being reported reflect 30.5905 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, and 35.0095 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12. These RSUs cliff vested on 04/25/12, at which time the vested shares were delivered to the Reporting Person.

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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