

HEWLETT PACKARD CO
Form 4
March 08, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
WAYMAN ROBERT PAUL

(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)
03/06/2006

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)
EVP & CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V | Amount (A) or (D) Price | | |
| COMMON STOCK | 03/06/2006 | | | M | 175,000 A \$ 21.75 | 341,794.3296 | D |
| COMMON STOCK | 03/07/2006 | | | S | 1,900 D \$ 32.84 | 339,894.3296 | D |
| COMMON STOCK | 03/07/2006 | | | S | 2,100 D \$ 32.86 | 337,794.3296 | D |
| COMMON STOCK | 03/07/2006 | | | S | 5,300 D \$ 32.87 | 332,494.3296 | D |
| COMMON STOCK | 03/07/2006 | | | S | 1,600 D \$ 32.89 | 330,894.3296 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------|---|------------------------------|
| COMMON STOCK | 03/07/2006 | S | 1,500 | D | \$ 32.9 | 329,394.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 25,800 | D | \$ 32.91 | 303,594.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 7,700 | D | \$ 32.92 | 295,894.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 12,800 | D | \$ 32.93 | 283,094.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 2,200 | D | \$ 33.1 | 280,894.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 32,500 | D | \$ 32.94 | 248,394.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 15,900 | D | \$ 32.95 | 232,494.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 27,250 | D | \$ 32.96 | 205,244.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 10,800 | D | \$ 32.97 | 194,444.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 10,450 | D | \$ 32.98 | 183,994.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 7,200 | D | \$ 32.99 | 176,794.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 5,400 | D | \$ 33.01 | 171,394.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 3,900 | D | \$ 33.02 | 167,494.3296 | D | |
| COMMON STOCK | 03/07/2006 | S | 700 | D | \$ 33.07 | 166,794.3296 | D | |
| | | | | | | <u>(1)</u> | | |
| COMMON STOCK | | | | | | 95,142 | I | By Wayman Family Trust |
| COMMON STOCK | | | | | | 21,047.687 | I | By 401(k) Plan |
| COMMON STOCK | | | | | | 2,820 | I | By custodial account for son |
| | | | | | | <u>(2)</u> | | |
| | | | | | | <u>(3)</u> | | |

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 |
| Employee Stock Option (right to buy) | \$ 21.75 | 03/06/2006 | | M | 175,000 | <u>(4)</u> | 01/30/2012 | Common Stock | 175,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| WAYMAN ROBERT PAUL C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP & CFO | |

Signatures

/s/Charles N. Charnas, 03/08/2006
Attorney-in-Fact

**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) Includes the acquisition of 19,848 shares in January 2006 received in lieu of cash through the dividend reinvestment program under the Hewlett-Packard Company Share Ownership Plan, which transaction is exempt under Rule 16b-3.
- (2) Represents the reporting person's holdings under the Hewlett-Packard Company 401(k) Plan as of February 28, 2006.
- (3) Represents shares held in a custodial account by the reporting person's wife for the benefit of their son. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (4) This option became exercisable in four equal annual installments beginning January 31, 2003.
- (5) Not applicable.

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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