

HEWLETT PACKARD CO
Form 4
December 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LESJAK CATHERINE 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)
12/06/2012

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 & CFO

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 0 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 42,236 ⁽²⁾ | I | Morgan Stanley Smith Barney Joint Account with Spouse |
| | | | | (A) or (D) | 306 ⁽³⁾ | I | By Spouse |

Common
Stock

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 13.83 | 12/06/2012 | | A | 1,012,293 | 12/06/2014 ⁽⁴⁾ 12/06/2020 ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | ⁽⁵⁾ | 12/06/2012 | | A | 108,460 ⁽⁶⁾ | ⁽⁶⁾ ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | ⁽⁵⁾ | 01/04/2012 | | A | 596,1146 ⁽⁷⁾ | ⁽⁷⁾ ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | ⁽⁵⁾ | 01/04/2012 | | A | 2,146,5833 ⁽⁸⁾ | ⁽⁸⁾ ⁽⁸⁾ | Common Stock |
| Restricted Stock Units | ⁽⁵⁾ | 01/04/2012 | | A | 1,373,2137 ⁽⁹⁾ | ⁽⁹⁾ ⁽⁹⁾ | Common Stock |

Reporting Owners

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

Signatures

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

12/10/2012

__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) The total direct beneficial ownership reflects a decrease of 19,490 shares due to the transfer of 19,490 shares into a joint account with the reporting person's spouse on 03/20/12.
- (2) The total indirect beneficial ownership reflects an increase of 19,490 shares due to the transfer of 19,490 shares previously reported as being held directly by the reporting person into a joint account with the reporting person's spouse on 03/20/12.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (4) This option will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, in both cases subject to the satisfaction of certain stock price performance conditions prior to the fourth anniversary of the grant date.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

- (6) On 12/06/12 the reporting person was granted 108,460 restricted stock units ("RSUs"), 36,153 of which will vest on each of 12/06/13 and 12/06/14, and 36,154 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

- (7) As previously reported, on 12/10/10 the reporting person was granted 47,635 restricted stock units ("RSUs"), 23,817 of which will vest on 12/10/11 and 23,818 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 596.1146 dividend equivalent rights being reported reflect 107.3644 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 122.8736 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 155.0219 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 210.8547 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- (8) As previously reported, on 06/27/11 the reporting person was granted 85,764 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 and as dividends are paid on HP common stock. The 2,146.5833 dividend equivalent rights being reported reflect 386.6146 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 442.4626 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 558.2272 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 759.2789 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

- (9) 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 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.