

FLAXMAN JON E
Form 4
May 25, 2007

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 *
FLAXMAN JON E

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HEWLETT-PACKARD
COMPANY, 3000 HANOVER
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP and CAO

(Street)
PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | 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: Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 03/28/2007 | | G | V | 51,291 | D | \$ 0 | 50,506.7602 (1) | D | |
| Common Stock | 05/23/2007 | | M | | 51,192 | A | \$ 35.125 | 101,698.7602 | D | |
| Common Stock | 05/23/2007 | | M | | 50,000 | A | \$ 35.125 | 151,698.7602 | D | |
| Common Stock | 05/23/2007 | | G | V | 101,192 | D | \$ 0 | 50,506.7602 | D | |
| Common Stock | | | | | | | | 152,483 | I | By Flaxman Family |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|---|
| Common Stock | 05/23/2007 | S | 1,300 | D | \$ 45.7 | 151,183 | I | Revocable Trust By Flaxman Family Revoacable Trust |
| Common Stock | 05/23/2007 | S | 1,500 | D | \$ 45.71 | 149,683 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 1,700 | D | \$ 45.72 | 147,983 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 400 | D | \$ 45.73 | 147,583 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 61,200 | D | \$ 45.75 | 86,383 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 8,200 | D | \$ 45.76 | 78,183 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 4,600 | D | \$ 45.77 | 73,583 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 4,500 | D | \$ 45.78 | 69,083 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 5,492 | D | \$ 45.79 | 63,591 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 28,200 | D | \$ 45.8 | 35,391 | I | By Flaxman Family Revocable Trust |
| Common Stock | 05/23/2007 | S | 4,691 | D | \$ 45.81 | 30,700 | I | By Flaxman Family Revocable |

| | | | | | | | | |
|--------------|------------|---|-------|---|-------|--------|---|---|
| Common Stock | 05/23/2007 | S | 5,700 | D | \$ 46 | 25,000 | I | Trust By Flaxman Family Revocable Trust |
|--------------|------------|---|-------|---|-------|--------|---|---|

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.

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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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 35.125 | 05/23/2007 | | M | 51,192 | 11/18/2000 11/18/2009 | | Common Stock | 51,192 |
| Employee Stock Option (right to buy) | \$ 35.125 | 05/23/2007 | | M | 50,000 | 11/16/2001 11/16/2010 | | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAXMAN JON E C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP and CAO | |

Signatures

/s/Charles N. Charnas,
Attorney-in-fact

05/25/2007

__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).

Includes the acquisition of 68.6317 shares in April 2007, under the Hewlett-Packard Company Share Ownership Plan (the "SOP") and
(1) 0.8549 shares in April 2007 received through dividends that are automatically paid out in shares under the SOP, in a transaction exempt under Rule 16b-3.

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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