

Visentin Giovanni
Form 4
March 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 *
Visentin Giovanni

(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)
03/23/2012

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)
EVP, ES

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) Code V Amount (D) Price | | | |
| Common Stock | 03/23/2012 | | M | 5,418 A \$ 23.61 | 9,709 | D | |
| Common Stock | 03/23/2012 | | F | 1,797 D \$ 23.61 | 7,912 | D | |
| Common Stock | 03/23/2012 | | M | 5,724 A \$ 23.61 | 13,636 | D | |
| Common Stock | 03/23/2012 | | F | 1,898 D \$ 23.61 | 11,738 | D | |

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)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------------------|--|------------------|---|--------------|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 01/04/2012 | | A | | 50,939 <u>(2)</u> | | <u>(2)</u> | <u>(2)</u> | Common Stock | 50,939 |
| Restricted Stock Units | <u>(1)</u> | 03/23/2012 | | M | | 5,724 <u>(3)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 5,724 |
| Restricted Stock Units | <u>(1)</u> | 01/04/2012 | | A | | 72,329 <u>(4)</u> | | <u>(4)</u> | <u>(4)</u> | Common Stock | 72,329 |
| Restricted Stock Units | <u>(1)</u> | 03/23/2012 | | M | | 5,418 <u>(5)</u> | | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,418 |
| Restricted Stock Units | <u>(1)</u> | 01/04/2012 | | A | | 101,427 <u>(6)</u> | | <u>(6)</u> | <u>(6)</u> | Common Stock | 101,427 |
| Restricted Stock Units | <u>(1)</u> | 01/04/2012 | | A | | 197,860 <u>(7)</u> | | <u>(7)</u> | <u>(7)</u> | Common Stock | 197,860 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Visentin Giovanni C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP, ES | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Giovanni
Visentin

03/27/2012

__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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(2) As previously reported, on 03/23/11 the reporting person was granted 11,300 restricted stock units ("RSUs"), 5,650 of which vested on 03/23/12, and 5,650 of which will vest on 03/23/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 50.9391 dividend equivalent rights being reported reflect 50.9391 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(3) As previously reported, on 03/23/11 the reporting person was granted 11,300 restricted stock units ("RSUs"), 5,650 of which vested on 03/23/12, and 5,650 of which will vest on 03/23/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 74 dividend equivalent rights at \$23.61 per RSU credited to the reporting person's account on 03/23/12, and a de minimus adjustment of 0.7708 due to fractional rounding of the dividend equivalent rights.

(4) As previously reported, on 03/23/11 the reporting person was granted 16,045 restricted stock units ("RSUs"), 5,348 of which vested on 03/23/12, and 5,348 of which will vest on 03/23/13, and 5,349 of which will vest on 03/23/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 72.3291 dividend equivalent rights being reported reflect 72.3291 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(5) As previously reported, on 03/23/11 the reporting person was granted 16,045 restricted stock units ("RSUs"), 5,348 of which vested on 03/23/12, and 5,348 of which will vest on 03/23/13, and 5,349 of which will vest on 03/23/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 70 dividend equivalent rights at \$23.61 per RSU credited to the reporting person's account on 03/23/12, and a de minimus adjustment of 0.7874 due to fractional rounding of the dividend equivalent rights.

(6) As previously reported, on 08/01/11 the reporting person was granted 30,000 restricted stock units ("RSUs"), 7,500 of which vested on 10/31/11, 15,000 of which will vest on 10/31/12, and 7,500 of which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 101.4275 dividend equivalent rights being reported reflect 101.4275 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

(7) As previously reported, on 12/12/11 the reporting person was granted 43,892 restricted stock units ("RSUs"), 14,630 of which will vest on 12/12/12, and 14,631 of which will vest on each of 12/12/13, and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 197.8603 dividend equivalent rights being reported reflect 197.8603 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12.

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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