

KEOGH TRACY S
Form 4
April 27, 2012

FORM 4

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

OMB APPROVAL

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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 *
KEOGH TRACY S

(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
X Officer (give title below) ___ Other (specify below)
EVP HR

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/25/2012 | | M | (A) V Amount 11,681 (1) | \$ 24.83 | 11,681 | D |
| Common Stock | 04/25/2012 | | F | 4,286 | \$ 24.83 | 7,395 | D |

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

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(9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Restricted Stock Units | (2) | 01/04/2012 | | A | 221,818 (3) | (3) (3) | Common Stock 221 |
| Restricted Stock Units | (2) | 04/25/2012 | | M | 11,681 (3) | (3) (3) | Common Stock 11 |
| Restricted Stock Units | (2) | 01/04/2012 | | A | 265,193 (4) | (4) (4) | Common Stock 265 |
| Restricted Stock Units | (2) | 01/04/2012 | | A | 609,936 (5) | (5) (5) | Common Stock 609 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEOGH TRACY S
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP HR

Signatures

/s/ David Ritenour as Attorney-in-Fact for Tracy S. Keogh

04/27/2012

__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) 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.

(3) As previously reported, on 04/25/11 the reporting person was granted 22,946 restricted stock units ("RSUs"), 11,473 of which vested on 04/25/12 and 11,473 of which will vest on 04/25/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 221,818 dividend equivalent rights being reported reflect 103,438 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12 and 118,380 dividend equivalent rights at \$23.26 per RSU

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credited to the reporting person's account on 04/04/12.

- As previously reported, on 12/12/11 the reporting person was granted 27,433 restricted stock units ("RSUs"), 9,144 of which will vest on each of 12/12/12 and 12/12/13, and 9,145 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs
- (4) when and as dividends are paid on HP common stock. The 265.1937 dividend equivalent rights being reported reflect 123.6649 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12 and 141.5288 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

- As previously reported, on 12/12/11 the reporting person was granted 63,095 restricted stock units ("RSUs"), 21,031 of which will vest on 12/12/12, and 21,032 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these
- (5) RSUs when and as dividends are paid on HP common stock. The 609.9368 dividend equivalent rights being reported reflect 284.4252 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12 and 325.5116 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.