

RYAN ROBERT L
Form 4
April 21, 2010

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 *
RYAN ROBERT L

(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)
04/19/2010

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)

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 | | | | | 0 ⁽¹⁾ | D | |
| Common Stock | | | | | 0 ^{(1) (2)} | I | By Robert L. Ryan Trust |
| Common Stock | | | | | 16,152 ⁽³⁾ | I | By Robert L. Ryan 2009 GRAT ⁽³⁾ |
| Common | 04/20/2010 | | M | | 4,355.507 | A | \$ 0 4,355.507 |
| | | | | | | I | By |

Stock

Merrill Lynch ⁽⁴⁾

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 Underlying (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | <u>(5)</u> | 04/19/2010 | | A | 3,263 <u>(6)</u> | 04/19/2011 ⁽⁶⁾ 04/19/2020 ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 07/01/2009 | | A | 29,507 <u>(7)</u> | 04/20/2010 ⁽⁷⁾ 04/20/2019 ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 04/20/2010 | | M | 4,355.507 <u>(7)</u> | 04/20/2010 ⁽⁷⁾ 04/20/2019 ⁽⁷⁾ | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RYAN ROBERT L
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ David Ritenour as Attorney-in-Fact for Robert L. Ryan

04/21/2010

 **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 16,152 shares due to the transfer of 16,152 shares into the Robert L. Ryan Trust on 09/25/09.

(2) The total indirect beneficial ownership reflects an increase of 16,152 shares due to the transfer of 16,152 shares previously reported as being held directly by the Reporting Person into the Robert L. Ryan Trust on 09/25/09, and subsequent decrease of 16,152 shares due to the transfer of 16,152 shares into the Robert L. Ryan 2009 GRAT on 10/21/09.

(3) The total indirect beneficial ownership reflects an increase of 16,152 shares due to the transfer of 16,152 shares previously reported as being held indirectly in the Robert L. Ryan Trust by the Reporting Person into the Robert L. Ryan 2009 GRAT on 10/21/09.

(4) The Reporting Person has elected to defer the receipt of 4,355.507 shares of common stock until the termination of his service as a member of HP's Board of Directors.

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

(6) On 04/19/10 the Reporting Person was granted 3,263 restricted stock units ("RSUs"), all which will cliff vest on 04/19/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

As previously reported, on 04/20/09 the Reporting Person was granted 4,326 restricted stock units ("RSUs"). Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 29.507 dividend equivalent rights being reported reflect 8.9473 dividend equivalent rights at \$38.68 per RSU credited to the Reporting Person's account on 07/01/09; 7.4330 dividend equivalent rights at \$45.96 per RSU credited to the Reporting Person's account on 10/07/09; 6.6324 dividend equivalent rights at \$52.18 per RSU credited to the Reporting Person's account on 01/06/10; and 6.4943 dividend equivalent rights at \$53.29 per RSU credited to the Reporting Person's account on 04/07/10. These RSUs cliff vested on 04/20/10, at which time the vested shares were deferred as noted in footnote (4) above.

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.