

WHITMAN MARGARET C  
Form 4  
September 29, 2011

**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 \*  
WHITMAN MARGARET C

(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)  
09/27/2011

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)  
President & CEO

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					0 <sup>(1)</sup>	D	
Common Stock					66 <sup>(1)</sup>	I	Living Trust

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

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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 Underlying (Instr. 3 and 4)
Non-employee Stock Option (right to buy)	\$ 23.59	09/27/2011		A	300,000	09/27/2012 <sup>(2)</sup> 09/27/2019 <sup>(4)</sup>	Common Stock
Non-employee Stock Option (right to buy)	\$ 23.59	09/27/2011		A	800,000	09/27/2012 <sup>(3)</sup> 09/27/2019 <sup>(4)</sup>	Common Stock
Non-employee Stock Option (right to buy)	\$ 23.59	09/27/2011		A	800,000	09/27/2013 <sup>(3)</sup> 09/27/2019 <sup>(4)</sup>	Common Stock
Restricted Stock Units	<sup>(5)</sup>	07/06/2011		A	22,495	<sup>(6)</sup> <sup>(6)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		President & CEO	

## Signatures

/s/ David Ritenour as Attorney-in-Fact for Margaret C. Whitman 09/29/2011

\_\_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) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (2) This option will become exercisable in three annual installments beginning on this date.
- (3) This option will cliff vest and become exercisable beginning on this date subject to the satisfaction of certain stock price performance conditions.
- (4) This option is no longer exercisable beginning on this date.

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

As previously reported, on 04/25/11 the reporting person was granted 6,786 restricted stock units ("RSUs"), all of which will cliff vest on

- (6) 04/25/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 22.4950 dividend equivalent rights being reported reflect 22.4950 dividend equivalent rights at \$36.20 per RSU credited to the reporting person's account on 07/06/11.

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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