

SCHULTZ JOHN F
 Form 4
 May 02, 2013

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 *
 SCHULTZ JOHN F

(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)
 04/30/2013

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, GC & SEC

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)
Common Stock	04/30/2013		M	V Amount (A) or (D) Price	\$ 44,100.5356 20.6 (1)	D	
Common Stock	04/30/2013		F	V Amount (A) or (D) Price	\$ 42,980.5356 20.6	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(2)	01/02/2013		A	29.6259	(3) (3)	Common Stock 29.6
Restricted Stock Units	(2)	04/30/2013		M	2,975 (5)	(4) (4)	Common Stock 2,9
Restricted Stock Units	(2)	01/02/2013		A	148.1293	(6) (6)	Common Stock 148.1
Restricted Stock Units	(2)	01/02/2013		A	177.7552	(7) (7)	Common Stock 177.7
Restricted Stock Units	(2)	01/02/2013		A	963.9662	(8) (8)	Common Stock 963.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ JOHN F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, GC & SEC	

Signatures

/s/ David Ritenour as Attorney-in-Fact for John F. Schultz

05/02/2013

__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 beneficial ownership includes 5.3958 shares at \$15.2832 per share acquired through dividends paid in shares on 01/02/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP"), and 3.8854 shares at \$22.2791 per share acquired through dividends paid in shares on 04/03/13 with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 4.4210 shares at

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\$15.0059 per share received on 01/02/13 through dividends paid in shares, and 3.0330 shares at \$22.0621 per share received on 04/05/13 through dividends paid in shares.

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

As previously reported, on 12/10/10 the reporting person was granted 6,000 restricted stock units ("RSUs"), 2,000 of which vested on each of 12/10/11 and 12/10/12, and 2,000 of which will vest on 12/10/13. Dividend equivalent rights accrue with respect to these RSUs

- (3) when and as dividends are paid on HP common stock. The 29.6259 dividend equivalent rights being reported reflect 17.5766 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 12.0493 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 08/01/11 the reporting person was granted 11,240 restricted stock units ("RSUs"), 2,810 of which vested on 10/31/11, and 5,620 of which vested on 10/31/12, and 2,810 of which vested on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately

- (4) prior to the transaction being reported includes 24.6951 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 16.9293 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. These RSUs vested on 04/30/13, at which time the vested shares were delivered to the reporting person.

- (5) The number of derivative securities in column 5 includes 165 vested dividend equivalent rights and a de minimus adjustment of 0.3756 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which will vest on each of 12/07/12, 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on

- (6) HP common stock. The 148.1293 dividend equivalent rights being reported reflect 87.8828 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 60.2465 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 05/16/12 the reporting person was granted 12,000 restricted stock units ("RSUs"), 4,000 of which will vest on each of 05/16/13, 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on

- (7) HP common stock. The 177.7552 dividend equivalent rights being reported reflect 105.4594 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 72.2958 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 12/06/12 the reporting person was granted 65,076 restricted stock units ("RSUs"), 21,692 of which will vest on each of 12/06/13, 12/06/14, and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are

- (8) paid on HP common stock. The 963.9662 dividend equivalent rights being reported reflect 571.9063 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 392.0599 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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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