

LEVINE MARC A
Form 4
November 02, 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 *
LEVINE MARC A

(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)
10/31/2012

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)
SVP, Controller & PAO

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/31/2012		M	A	\$ 13.85	31,950.07 ⁽¹⁾	D
Common Stock	10/31/2012		F	D	\$ 13.85	26,967.07	D
Common Stock					1,686.6506 ⁽²⁾	I	By Fidelity Investments Institutional Services Company, Inc.

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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)
				Code	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock	(3)	07/05/2012		A	51.2169 (4)	(4) (4)	Common Stock 51.21
Common Stock	(3)	10/31/2012		M	13,583 (5)	(5) (5)	Common Stock 13,58
Common Stock	(3)	07/05/2012		A	89.0996 (6)	(6) (6)	Common Stock 89.09

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINE MARC A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			SVP, Controller & PAO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Marc A. Levine 11/02/2012

__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 total beneficial ownership includes the acquisition of 2.7360 shares at \$20.3857 per share received on 07/06/12, and 3.6610 shares at \$15.3279 per share received on 10/04/12 through dividends paid in shares.
These shares were held indirectly under HP's 401(k) Plan as of 10/31/12. Fidelity Investments Institutional Services Company, Inc.
- (2) accounts for holdings in the stock fund in units, which are comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of HP's common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

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As previously reported, on 12/10/10 the reporting person was granted 5,000 restricted stock units ("RSUs"), 1,666 of which vested on 12/10/11, and 1,667 of which will vest on each of 12/10/12 and 12/10/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 51.2169 dividend equivalent rights being reported reflect 21.7006 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 29.5163 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

(4) As previously reported, on 09/26/11 the reporting person was granted 33,026 restricted stock units ("RSUs"), 3,303 of which vested on 10/31/11, 13,210 of which vested on 10/31/12, and 16,513 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 193.4633 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 263.1412 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12. The number of derivative securities beneficially owned in column 5 includes 373 vested dividend equivalent rights and a de minimus adjustment of 0.0644 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/07/11 the reporting person was granted 5,800 restricted stock units ("RSUs"), 1,933 of which will vest on 12/07/12, 1,933 of which will vest on 12/07/13, and 1,934 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 89.0996 dividend equivalent rights being reported reflect 37.7515 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 51.3481 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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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