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- (2) The total direct beneficial ownership reflects a decrease of 18,283 shares due to the transfer of 18,283 shares into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- (3) The total indirect beneficial ownership reflects an increase of 18,283 shares due to the transfer of 18,283 shares previously reported as being held directly by the reporting person into a Joint Living Trust with the reporting person's spouse on 02/24/12.
- These shares were held indirectly under HP's 401(k) Plan as of 11/30/12. Fidelity Investments Institutional Services Company, Inc.
- (4) 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.
- (5) 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 35,434 restricted stock units ("RSUs"), 17,717 of which vested on each of 12/10/11 and 12/10/12. 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
- (6) 79.8663 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12, 91.4033 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12, 115.3178 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12, and 156.8507 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (7) The number of derivative securities in column 5 includes 659 vested dividend equivalent rights and a de minimus adjustment of 0.5619 due to fractional rounding of the dividend equivalent rights.

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.