

BOCIAN PETER J
Form 4
April 22, 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 *
BOCIAN PETER J

(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)
04/20/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP and CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Common Stock				(A) Code V	12,169.5858 (1)	D	
Common Stock	04/20/2011		J	2,470 A	\$ 2,470.28	I	by Spouse (5)

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	12/30/2010		A	17.3183 (3)	(3) (3)	Common Stock
Restricted Stock Units	(2)	12/30/2010		A	40.7508 (4)	(4) (4)	Common Stock
Employee Stock Option (right to buy)	\$ 29.28	04/20/2011		J	2,470	02/23/2010(6) 02/23/2017(7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOCIAN PETER J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP and CAO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Peter J. Bocian
04/22/2011

**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).

The total includes the acquisition of 19,500 dividend shares received in lieu of cash under the Hewlett-Packard Company Dividend

(1) Reinvestment Plan in transactions exempt under Rule 16b-3, and reflects 9,615 shares credited to the Reporting Person's account on 01/04/11 and 9,885 shares credited to the Reporting Person's account on 04/07/11.

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

(3) As previously reported on 12/10/09, the reporting person was granted 9,030 restricted stock units ("RSUs"), 4,515 of which vested on 12/10/10 and 4,515 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 17,3183 dividend equivalent rights being reported reflect 8,5471 dividend equivalent rights at \$42.26

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per RSU credited to the reporting person's account on 12/30/10 and 8.7712 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.

- As previously reported on 12/10/10 the reporting person was granted 10,624 restricted stock units ("RSUs"), 5,312 of which will vest 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
- (4) common stock. The 40.7508 dividend equivalent rights being reported reflect 20.1117 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10 and 20.6391 dividend equivalent rights at \$41.18 per RSU credited to the reporting person's account on 04/06/11.
 - (5) On 02/23/09 the reporting person's spouse was granted 5,000 non-qualified stock options under HP's 2000 Stock Incentive Plan. On 04/20/11 the reporting person's spouse cash exercised 2,470 options and held the resulting shares.
 - (6) This option became exercisable in four equal annual installments beginning on this date.
 - (7) This option is no longer exercisable beginning on this date.

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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