

LEVINE MARC A
Form 4
May 31, 2013

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)
05/29/2013

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)
SVP, Controller & PAO

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	05/29/2013		S	(A) or (D) Code V Amount Price S 7,000 D \$ 25 (1)	22,321.424 (2)	D	
Common Stock					1,910.0286 (3)	I	By Fidelity Investments Institutional Services Company, Inc.

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	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	01/02/2013		A	24.6932 (5)	(5)	(5)	Common Stock	24.6932
Restricted Stock Units	(4)	01/02/2013		A	244.6059 (6)	(6)	(6)	Common Stock	244.6059
Restricted Stock Units	(4)	01/02/2013		A	57.2816 (7)	(7)	(7)	Common Stock	57.2816
Restricted Stock Units	(4)	01/02/2013		A	224.9344 (8)	(8)	(8)	Common Stock	224.9344

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

05/31/2013

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/04/12.

(2) The total beneficial ownership also includes the acquisition of 3.7690 shares at \$15.0059 per share received on 01/02/13 through dividends paid in shares, and 2.585 shares at \$22.0621 per share received on 04/05/13 through dividends paid in shares.

These shares were held indirectly under HP's 401(k) Plan as of 04/30/13. Fidelity Investments Institutional Services Company, Inc. 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.

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

On 12/10/10 the reporting person was granted 5,000 restricted stock units ("RSUs"), 1,666 of which vested on 12/10/11, 1,667 of which vested on 12/10/12, and 1,667 of which will vest on 12/10/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 24.6932 dividend equivalent rights being reported reflect 14.6501 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 10.0431 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

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 10/31/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 244.6059 dividend equivalent rights being reported reflect 145.1209 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 99.4850 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

As previously reported, on 12/07/11 the reporting person was granted 5,800 restricted stock units ("RSUs"), 1,933 of which vested on 12/07/12, and 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 57.2816 dividend equivalent rights being reported reflect 33.9843 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 23.2973 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 15,185 restricted stock units ("RSUs"), 5,061 of which will vest on 12/06/13, and 5,062 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 224.9344 dividend equivalent rights being reported reflect 133.4501 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 91.4843 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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