

JOSHI VYOMESH
Form 4
December 08, 2005

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 *
JOSHI VYOMESH

(Last) (First) (Middle)

C/O HEWLETT-PACKARD
CO, 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)

12/06/2005

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, IPG

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK | 12/06/2005 | | M | | 200,000 | A | \$ 21.75 |
| COMMON STOCK | 12/06/2005 | | M | | 50,000 | A | \$ 15.745 |
| COMMON STOCK | 12/06/2005 | | S | | 5,000 | D | \$ 30.19 |
| COMMON STOCK | 12/06/2005 | | S | | 2,000 | D | \$ 30.18 |
| COMMON STOCK | 12/06/2005 | | S | | 1,700 | D | \$ 30.17 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------------------|---|-----------------------|
| COMMON STOCK | 12/06/2005 | S | 900 | D | \$ 30.15 | 457,225.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 400 | D | \$ 30.16 | 456,825.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 100 | D | \$ 30.14 | 456,725.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 32,800 | D | \$ 30.06 | 423,925.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 29,500 | D | \$ 30.07 | 394,425.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 19,000 | D | \$ 30.08 | 375,425.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 4,300 | D | \$ 30.09 | 371,125.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 12,500 | D | \$ 30.1 | 358,625.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 6,200 | D | \$ 30.11 | 352,425.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 100 | D | \$ 30.12 | 352,325.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 46,100 | D | \$ 30.05 | 306,225.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 84,400 | D | \$ 30.02 | 221,825.2608 | D | |
| COMMON STOCK | 12/06/2005 | S | 5,000 | D | \$ 30.03 | 216,825.2608 (1) | D | |
| COMMON STOCK | | | | | | 52,313 | I | By Joshi Living Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares | | |
|--------------------------------------|-----------|---|------------|-----|------------------|-----------------|-------|----------------------|--------------|---------|
| Employee Stock Option (right to buy) | \$ 21.75 | | 12/06/2005 | | M | 200,000 | (2) | 01/30/2012 | Common Stock | 200,000 |
| Employee Stock Option (right to buy) | \$ 15.745 | | 12/06/2005 | | M | 50,000 | (4) | 04/15/2011 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| JOSHI VYOMESH C/O HEWLETT-PACKARD CO 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP, IPG | |

Signatures

/s/ Charles N. Charnas,
Attorney-in-Fact
12/08/2005

**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).
- Includes the acquisition of 322.5875 shares in October 2005 under the Hewlett-Packard Company Share Ownership Plan (the "SOP") and
- (1) 13.9019 shares in October 2005 received in lieu of cash through the dividend reinvestment program under the SOP, in transactions exempt under Rule 16b-3.
 - (2) This option became exercisable in four equal annual installments beginning January 31, 2003.
 - (3) Not applicable.
 - (4) This option became exercisable in four equal annual installments beginning April 16, 2004.

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.