HEWLETT PACKARD CO

Form 4 January 20, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| | ···• | | | | | | | | | |
|--------------------------------------|---|---------------|--|--|---------------|--|--|--|--|---|
| 1. Name and Ad ROBISON S | 2. Issuer Name and Ticker or Trading Symbol HEWLETT PACKARD CO [HPQ] | | | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) (M | Middle) | 3. Date of Earliest Transaction | | | | ` | | | |
| C/O HEWLE COMPANY, STREET | (Month/Day/Year) 01/15/2009 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Strategy & Tech | | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| PALO ALTO | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ties Acq | quired, Disposed o | of, or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | med n Date, if Day/Year) | 3. Transactic Code (Instr. 8) | | sposed | of | 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 | 01/15/2009 | | | A | 19,700 (1) | A | <u>(1)</u> | 79,182 | D | |
| Common Stock | | | | | | | | 73,902 | I | By Robison Family Trust |

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|--------------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. : | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or Namel | | |
| | | | | | | Exercisable | Date | Title Number | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | , | Shares | | |

Reporting Owners

| Relationships | | | | | | |
|---------------|-----------|------------|--|--|--|--|
| Director | 10% Owner | Officer | Other | | | |
| | | EVP & | | | | |
| | | Chief | | | | |
| | | Strategy & | | | | |
| | | Tech | | | | |
| | Director | | Director 10% Owner Officer EVP & Chief Strategy & | | | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Shane
Robison
01/20/2009

**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).

Represents 19,700 comprised of (i) 19,690 unvested restricted stock units ("RSUs") that were granted pursuant to a Rule 16b-3 qualified (1) plan to the Reporting Person on 01/15/09 and that vest 9,845 RSUs on each of 01/15/10 and 01/15/11, (ii) 3.2468 dividends @ \$47.70 from 04/02/08, 3.5037 dividends @ \$44.25 from 07/02/08, 3.3680 dividends @ \$46.09 from 10/01/08.

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