

HEWLETT PACKARD CO

Form 4

May 27, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HURD MARK V

(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)

05/22/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/22/2008		M	V Amount (A) or (D) Price 100,000 A \$ 21.73	619,493	D	
Common Stock	05/22/2008		S ⁽¹⁾	43,161 D \$ 45	576,332	D	
Common Stock	05/22/2008		S ⁽¹⁾	10,039 D \$ 45.01	566,293	D	
Common Stock	05/22/2008		S ⁽¹⁾	5,900 D \$ 45.02	560,393	D	
Common Stock	05/22/2008		S ⁽¹⁾	1,700 D \$ 45.03	558,693	D	

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Common Stock	05/22/2008	S ⁽¹⁾	400	D	\$ 45.04	558,293	D
Common Stock	05/22/2008	S ⁽¹⁾	17,500	D	\$ 45.05	540,793	D
Common Stock	05/22/2008	S ⁽¹⁾	2,300	D	\$ 45.06	538,493	D
Common Stock	05/22/2008	S ⁽¹⁾	3,300	D	\$ 45.07	535,193	D
Common Stock	05/22/2008	S ⁽¹⁾	700	D	\$ 45.08	534,493	D
Common Stock	05/22/2008	S ⁽¹⁾	3,981	D	\$ 45.09	530,512	D
Common Stock	05/22/2008	S ⁽¹⁾	11,019	D	\$ 45.1	519,493	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21.73	05/22/2008		M	100,000	04/01/2006 ⁽²⁾ 04/01/2013 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURD MARK V C/O HEWLETT-PACKARD COMPANY	X		Chairman, CEO and President	

3000 HANOVER STREET
PALO ALTO, CA 94304

Signatures

/s/ David Ritenour,
Attorney-in-fact

05/27/2008

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2008.
- (2) This option became exercisable in four equal annual installments beginning on this date.
- (3) 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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