

FLAXMAN JON E  
Form 4  
August 26, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FLAXMAN JON E

(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)

08/22/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/22/2008                              |                                                             | M <sup>(1)</sup>                        | V Amount (A)<br>3,149 A Price<br>\$ 21.765                              | 29,147.8492<br>(2)                                                                                                 | D                                                                          |                                                                   |
| Common<br>Stock                       | 08/22/2008                              |                                                             | M <sup>(1)</sup>                        | V Amount (A)<br>13,702 A Price<br>\$ 22.015                             | 42,849.8492                                                                                                        | D                                                                          |                                                                   |
| Common<br>Stock                       | 08/22/2008                              |                                                             | G                                       | V 16,851 D \$ 0                                                         | 25,998.8492                                                                                                        | D                                                                          |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 21,756                                                                                                             | I                                                                          | By<br>Flaxman<br>Family<br>Revocable                              |

|                 |            |                  |        |   |          |       |   |                                                        |
|-----------------|------------|------------------|--------|---|----------|-------|---|--------------------------------------------------------|
| Common<br>Stock | 08/22/2008 | S <sup>(1)</sup> | 16,851 | D | \$ 46.69 | 4,905 | I | Trust<br>By<br>Flaxman<br>Family<br>Revocable<br>Trust |
|-----------------|------------|------------------|--------|---|----------|-------|---|--------------------------------------------------------|

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 21.765                                                          | 08/22/2008                              |                                                             | M <sup>(1)</sup>                     | 3,149                                                                                                        | 04/14/2006 <sup>(3)</sup> 04/14/2013 <sup>(4)</sup>            | Common<br>Stock 3                                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 22.015                                                          | 08/22/2008                              |                                                             | M <sup>(1)</sup>                     | 13,702                                                                                                       | 03/18/2005 <sup>(3)</sup> 03/18/2012 <sup>(4)</sup>            | Common<br>Stock 13                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| FLAXMAN JON E<br>C/O HEWLETT-PACKARD COMPANY<br>3000 HANOVER STREET<br>PALO ALTO, CA 94304 | EVP and CAO                      |

## Signatures

/s/David Ritenour,  
Attorney-in-Fact

08/26/2008

\_\_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 stock option exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2008.
- (2) Includes the acquisition of 1.1532 shares in July 2008, under the Hewlett-Packard Company Share Ownership Plan (the "SOP"), received through dividends that are automatically paid out in shares under the SOP, in a transaction exempt under Rule 16b-3.
- (3) This option became exercisable in four equal annual installments beginning on this date.
- (4) 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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