

SCHULTZ JOHN F
 Form 3
 May 24, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHULTZ JOHN F | | (Month/Day/Year) | HEWLETT PACKARD CO [HPQ] | |
| (Last) | (First) | (Middle) | 05/17/2012 | |
| C/O HEWLETT-PACKARD COMPANY,Â 3000 HANOVER STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94304 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP, GC & SEC | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 32,405.5463 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|---------------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 09/17/2009 ⁽¹⁾ | 09/17/2016 ⁽³⁾ | Common Stock | 50,000 | \$ 45.75 | D | Â |
| Employee Stock Option (right to buy) | 09/27/2012 ⁽²⁾ | 09/27/2019 ⁽³⁾ | Common Stock | 13,190 | \$ 23.59 | D | Â |
| Employee Stock Option (right to buy) | 12/07/2012 ⁽²⁾ | 12/07/2019 ⁽³⁾ | Common Stock | 15,000 | \$ 28.41 | D | Â |
| Employee Stock Option (right to buy) | Â ⁽⁴⁾ | 05/16/2020 ⁽³⁾ | Common Stock | 48,000 | \$ 22.03 | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 4,087.6679 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 8,548.4925 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 15,145.0044 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 12,000 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULTZ JOHN F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | Â | Â | Â EVP, GC & SEC | Â |

Signatures

/s/ David Ritenour as Attorney-in-Fact for John F. Schultz

05/24/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This option became exercisable in four equal annual installments beginning on this date.

(2) This option will become exercisable in three annual installments beginning on this date.

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- (3) This option is no longer exercisable beginning on this date.
- (4) This option will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, in both cases subject to the satisfaction of certain stock price performance conditions prior to the fourth anniversary of the grant date.
- (5) 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 6,000 restricted stock units ("RSUs"), 2,000 of which vested on 12/10/11, and 2,000 of which will vest on each of 12/10/12 and 12/10/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported in Column 3 includes 87.6679 dividend equivalent rights accrued but not released since the grant date. The RSUs that vested on 12/10/11 included vested dividend equivalent rights accrued since the grant date and were delivered to the reporting person.
- (6)
- On 08/01/11 the reporting person was granted 11,240 restricted stock units ("RSUs"), 2,810 of which vested on 10/31/11, and 5,620 of which will vest on 10/31/12, and 2,810 of which which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported in Column 3 includes 118.4925 dividend equivalent rights accrued but not released since the grant date. The RSUs that vested on 10/31/11 included vested dividend equivalent rights accrued since the grant date and were delivered to the reporting person.
- (7)
- On 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which will vest on each of 12/07/12, 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported in Column 3 includes 145.0044 dividend equivalent rights accrued but not released since the grant date.
- (8)
- On 05/16/12 the reporting person was granted 12,000 restricted stock units ("RSUs"), 4,000 of which will vest on each of 05/16/13, 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.
- (9)

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.