

FLAXMAN JON E
Form 4
May 25, 2007

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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(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)

05/23/2007

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 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)
Common Stock	03/28/2007		G	V 51,291	(A) or (D) D \$ 0	50,506.7602 (1)	D
Common Stock	05/23/2007		M	51,192	A \$ 35.125	101,698.7602	D
Common Stock	05/23/2007		M	50,000	A \$ 35.125	151,698.7602	D
Common Stock	05/23/2007		G	V 101,192	D \$ 0	50,506.7602	D
Common Stock						152,483	I By Flaxman Family

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								Revocable Trust
Common Stock	05/23/2007	S	1,300	D	\$ 45.7	151,183	I	By Flaxman Family Revoacable Trust
Common Stock	05/23/2007	S	1,500	D	\$ 45.71	149,683	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	1,700	D	\$ 45.72	147,983	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	400	D	\$ 45.73	147,583	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	61,200	D	\$ 45.75	86,383	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	8,200	D	\$ 45.76	78,183	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	4,600	D	\$ 45.77	73,583	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	4,500	D	\$ 45.78	69,083	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	5,492	D	\$ 45.79	63,591	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	28,200	D	\$ 45.8	35,391	I	By Flaxman Family Revocable Trust
Common Stock	05/23/2007	S	4,691	D	\$ 45.81	30,700	I	By Flaxman Family Revocable

Common Stock	05/23/2007	S	5,700	D	\$ 46	25,000	I	Trust By Flaxman Family Revocable Trust
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.125	05/23/2007		M	51,192	11/18/2000 11/18/2009	Common Stock 51,192
Employee Stock Option (right to buy)	\$ 35.125	05/23/2007		M	50,000	11/16/2001 11/16/2010	Common Stock 50,000

Reporting Owners

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

Signatures

/s/Charles N. Charnas,
Attorney-in-fact

05/25/2007

__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 68.6317 shares in April 2007, under the Hewlett-Packard Company Share Ownership Plan (the "SOP") and
(1) 0.8549 shares in April 2007 received through dividends that are automatically paid out in shares under the SOP, in a transaction exempt under Rule 16b-3.

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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