

HEWLETT PACKARD CO

Form 4

March 08, 2006

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WAYMAN ROBERT PAUL**

(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)**03/06/2006**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)**EVP & CFO**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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	03/06/2006		M	175,000	A \$ 21.75	341,794.3296	D
COMMON STOCK	03/07/2006		S	1,900	D \$ 32.84	339,894.3296	D
COMMON STOCK	03/07/2006		S	2,100	D \$ 32.86	337,794.3296	D
COMMON STOCK	03/07/2006		S	5,300	D \$ 32.87	332,494.3296	D
COMMON STOCK	03/07/2006		S	1,600	D \$ 32.89	330,894.3296	D

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COMMON STOCK	03/07/2006	S	1,500	D	\$ 32.9	329,394.3296	D	
COMMON STOCK	03/07/2006	S	25,800	D	\$ 32.91	303,594.3296	D	
COMMON STOCK	03/07/2006	S	7,700	D	\$ 32.92	295,894.3296	D	
COMMON STOCK	03/07/2006	S	12,800	D	\$ 32.93	283,094.3296	D	
COMMON STOCK	03/07/2006	S	2,200	D	\$ 33.1	280,894.3296	D	
COMMON STOCK	03/07/2006	S	32,500	D	\$ 32.94	248,394.3296	D	
COMMON STOCK	03/07/2006	S	15,900	D	\$ 32.95	232,494.3296	D	
COMMON STOCK	03/07/2006	S	27,250	D	\$ 32.96	205,244.3296	D	
COMMON STOCK	03/07/2006	S	10,800	D	\$ 32.97	194,444.3296	D	
COMMON STOCK	03/07/2006	S	10,450	D	\$ 32.98	183,994.3296	D	
COMMON STOCK	03/07/2006	S	7,200	D	\$ 32.99	176,794.3296	D	
COMMON STOCK	03/07/2006	S	5,400	D	\$ 33.01	171,394.3296	D	
COMMON STOCK	03/07/2006	S	3,900	D	\$ 33.02	167,494.3296	D	
COMMON STOCK	03/07/2006	S	700	D	\$ 33.07	166,794.3296	D	
						<sup>(1)</sup>		
COMMON STOCK						95,142	I	By Wayman Family Trust
COMMON STOCK						21,047.687	I	By 401(k) Plan
COMMON STOCK						2,820	I	By custodial account for son
						<sup>(3)</sup>		

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

Persons who respond to the collection of information contained in this form are not

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Number Shares
Employee Stock Option (right to buy)	\$ 21.75	03/06/2006		M		175,000		<u>(4)</u>	01/30/2012	Common Stock	175,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAYMAN ROBERT PAUL C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP & CFO

## Signatures

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

03/08/2006

\*\*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) Includes the acquisition of 19,848 shares in January 2006 received in lieu of cash through the dividend reinvestment program under the Hewlett-Packard Company Share Ownership Plan, which transaction is exempt under Rule 16b-3.
- (2) Represents the reporting person's holdings under the Hewlett-Packard Company 401(k) Plan as of February 28, 2006.
- Represents shares held in a custodial account by the reporting person's wife for the benefit of their son. The reporting person disclaims
- (3) beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (4) This option became exercisable in four equal annual installments beginning January 31, 2003.
- (5) Not applicable.

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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