

HEWLETT PACKARD CO
Form 4
August 22, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIVERMORE ANN M

(Last) (First) (Middle)

**C/O HEWLETT-PACKARD
CO, 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)
08/18/2005

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, TSG

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)
			Code	V	Amount or Price		
COMMON STOCK	08/18/2005		M		\$ 30,716 17.57	A	199,209.0029 D
COMMON STOCK	08/18/2005		S		\$ 800 26.6	D	198,409.0029 D
COMMON STOCK	08/18/2005		S		\$ 400 26.61	D	198,009.0029 D
COMMON STOCK	08/18/2005		S		\$ 2,200 26.62	D	195,809.0029 D
COMMON STOCK	08/18/2005		S		\$ 5,400 26.63	D	190,409.0029 D

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COMMON STOCK	08/18/2005	S	4,916	D	\$ 26.64	185,493.0029	D	
COMMON STOCK	08/18/2005	S	1,900	D	\$ 26.65	183,593.0029	D	
COMMON STOCK	08/18/2005	S	4,400	D	\$ 26.66	179,193.0029	D	
COMMON STOCK	08/18/2005	S	2,600	D	\$ 26.67	176,593.0029	D	
COMMON STOCK	08/18/2005	S	900	D	\$ 26.68	175,693.0029	D	
COMMON STOCK	08/18/2005	S	400	D	\$ 26.69	175,293.0029	D	
COMMON STOCK	08/18/2005	S	400	D	\$ 26.71	174,893.0029	D	
COMMON STOCK	08/18/2005	S	1,400	D	\$ 26.73	173,493.0029	D	
COMMON STOCK	08/18/2005	S	1,600	D	\$ 26.74	171,893.0029	D	
COMMON STOCK	08/18/2005	S	1,900	D	\$ 26.75	169,993.0029	D	
COMMON STOCK	08/18/2005	S	1,100	D	\$ 26.76	168,893.0029	D	
COMMON STOCK	08/18/2005	S	400	D	\$ 26.77	168,493.0029	D	
						<u>(1)</u>		
COMMON STOCK						3,813.736 <u>(2)</u>	I	By 401(k) Plan

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)
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	Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares		
					Exercisable	Date				
Employee Stock Option (right to buy)										
	\$ 17.57		08/18/2005		M	30,716	<u>(3)</u>	11/16/2005	Common Stock	30,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIVERMORE ANN M C/O HEWLETT-PACKARD CO 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, TSG	

Signatures

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

08/22/2005

**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 243.0102 shares in April 2005 under the Hewlett-Packard Company Share Ownership Plan (the "SOP") and
- (1) 12.9215 shares in April 2005 and 12.6235 shares in July 2005 received in lieu of cash through the dividend reinvestment program under the SOP, in transactions exempt under Rule 16b-3.
 - (2) Represents the reporting person's holdings under the Hewlett-Packard Company 401(k) Plan as of July 31, 2005.
 - (3) This option became exercisable in four equal annual installments beginning November 17, 1996.
 - (4) 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. 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.