

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning _____, **and ending** _____

Name of foundation The David and Lucile Packard Foundation		A Employer identification number 94-2278431
Number and street (or P.O. box number if mail is not delivered to street address) 343 Second Street	Room/suite	B Telephone number 650-948-7658
City or town, state, and ZIP code Los Altos, CA 94022-3632		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,299,952,716.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		257,453.	257,453.		Statement 2
4 Dividends and interest from securities		56,479,473.	88,302,628.		Statement 3
5a Gross rents		162,319.	162,319.		Statement 4
b Net rental income or (loss) 104,677.					Statement 5
6a Net gain or (loss) from sale of assets not on line 10		111,584,748.			Statement 1
b Gross sales price for all assets on line 6a 2835552731.					
7 Capital gain net income (from Part IV, line 2)			264,035,194.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,525,098.	40,391,561.		Statement 6
12 Total. Add lines 1 through 11		170,009,091.	393,149,155.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	3,146,019.	1,409,726.		1,740,523.
	14 Other employee salaries and wages	12,969,985.	4,526,886.		8,401,023.
	15 Pension plans, employee benefits	6,523,408.	1,216,617.		3,815,876.
	16a Legal fees Stmt 7	504,202.	219,198.		245,247.
	b Accounting fees Stmt 8	473,718.	231,090.		318,781.
	c Other professional fees Stmt 9	4,971,285.	2,778,649.		2,399,144.
	17 Interest				
	18 Taxes Stmt 10	15,337,327.	0.		0.
	19 Depreciation and depletion	2,532,741.	24,926.		
	20 Occupancy	1,891,548.	165,261.		1,649,860.
	21 Travel, conferences, and meetings	2,574,079.	369,897.		2,410,523.
22 Printing and publications	226,670.	28,541.		192,094.	
23 Other expenses Stmt 11	4,371,924.	38,521,235.		3,715,525.	
24 Total operating and administrative expenses. Add lines 13 through 23		55,522,906.	49,492,026.		24,888,596.
25 Contributions, gifts, grants paid		252,663,933.			256,130,462.
26 Total expenses and disbursements. Add lines 24 and 25		308,186,839.	49,492,026.		281,019,058.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-138177748.			
b Net investment income (if negative, enter -0-)			343,657,129.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		-1,223,259.	-1,396,939.	-1,396,939.
	2	Savings and temporary cash investments		94,394,813.	24,942,571.	24,942,571.
	3	Accounts receivable ▶ 367,871,446.				
		Less: allowance for doubtful accounts ▶		37,889,811.	367,871,446.	367,871,446.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		6,202,285.	7,714,262.	7,714,262.
	10a	Investments - U.S. and state government obligations Stmt 13		511,164,160.	546,059,830.	546,059,830.
	b	Investments - corporate stock Stmt 14		1324731849.	1201114321.	1201114321.
	c	Investments - corporate bonds		60,944,070.		
	11	Investments - land, buildings, and equipment: basis ▶ 1,591,251.				
	Less: accumulated depreciation ▶		1,591,251.	1,591,251.	1,591,251.	
12	Investments - mortgage loans					
13	Investments - other Stmt 15		3582072232.	3955869054.	3955869054.	
14	Land, buildings, and equipment: basis ▶ 95,878,022.					
	Less: accumulated depreciation Stmt 16 ▶ 15,270,490.		70,208,602.	80,607,532.	80,607,532.	
15	Other assets (describe ▶ Statement 17)		109,448,325.	115,579,388.	115,579,388.	
16	Total assets (to be completed by all filers)		5797424139.	6299952716.	6299952716.	
Liabilities	17	Accounts payable and accrued expenses		20,021,615.	189,793,377.	
	18	Grants payable		124,701,464.	123,441,843.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ Statement 18)		19,445,616.	28,721,872.	
23	Total liabilities (add lines 17 through 22)		164,168,695.	341,957,092.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		5633255444.	5957995624.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		5633255444.	5957995624.		
31	Total liabilities and net assets/fund balances		5797424139.	6299952716.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5633255444.
2	Enter amount from Part I, line 27a	2	-138,177,748.
3	Other increases not included in line 2 (itemize) ▶ See Statement 12	3	462,917,928.
4	Add lines 1, 2, and 3	4	5957995624.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5957995624.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,835,552,731.		2,748,819,181.	264,035,194.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			264,035,194.	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	264,035,194.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	314,925,054.	5,742,479,481.	.054841
2010	320,849,657.	5,770,653,210.	.055600
2009	353,757,129.	5,193,912,261.	.068110
2008	345,897,621.	5,779,017,816.	.059854
2007	348,046,972.	6,370,258,576.	.054636
2 Total of line 1, column (d)			2 .293041
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .058608
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,680,703,513.
5 Multiply line 4 by line 3			5 332,934,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,436,571.
7 Add lines 5 and 6			7 336,371,242.
8 Enter qualifying distributions from Part XII, line 4			8 340,586,438.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,436,571.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,436,571.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,436,571.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,365,782.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	10,365,782.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,929,211.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 6,929,211. Refunded <input checked="" type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA, CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) Statement 20 Statement 21 Stmt 22	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.packard.org	13	X	
14	The books are in care of Craig Neyman, Vice President & CFO Telephone no. 650-948-7658 Located at 343 Second Street, Los Altos, CA ZIP+4 94022-3632			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country See Statement 19	16	X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 23		3146019.	570,189.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Christine Ortiz - 343 Second Street, Los Altos, CA 94022	Manag. Dir.-Real Assets	754,704.	85,669.	0.
Kimberly B. Sargent - 343 Second Street, Los Altos, CA 94022	Manag. Dir.-Marketable Alternatives	703,685.	78,733.	0.
Seck-Eng Tan - 343 Second Street, Los Altos, CA 94022	Manag. Dir.-Private Equity	647,317.	107,492.	0.
David R. Cormier - 343 Second Street, Los Altos, CA 94022	Investment Operations Director	315,675.	64,618.	0.
Walter V. Reid (Stmt 31) - 343 Second Street, Los Altos, CA 94022	Program Director	281,890.	70,083.	17,059.
Total number of other employees paid over \$50,000				82

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Rhodesdahl of South Carolina 9 Cordes Street, Charleston, SC 29401	Construction Management	897,230.
BlackRock 400 Howard Street, San Francisco, CA 94105	Investment Management	822,254.
Rutabaga Capital Management LLC 64 Broad Street, 3rd Floor, Boston, MA 02109	Investment Management	613,267.
PIMCO - 840 Newport Center Drive, Newport Beach, CA 92660	Investment Management	513,705.
Esherick Homsey Dodge & Davis Architects - 500 Treat Avenue, Suite 201, San Francisco,	Architects	419,476.
Total number of others receiving over \$50,000 for professional services		26

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 See Statement 24	566,699.
2 See Statement 25	5,958,923.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 See Statement 26	10,000,000.
2 See Statement 27	6,200,000.
3 All other program-related investments. See instructions. See Statement 28	19,855,512.
Total. Add lines 1 through 3	36,055,512.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,863,086,817.
b	Average of monthly cash balances	1b	107,573,838.
c	Fair market value of all other assets	1c	3,796,551,033.
d	Total (add lines 1a, b, and c)	1d	5,767,211,688.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,767,211,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,508,175.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,680,703,513.
6	Minimum investment return. Enter 5% of line 5	6	284,035,176.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	284,035,176.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,436,571.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,436,571.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	280,598,605.
4	Recoveries of amounts treated as qualifying distributions	4	43,201,540.
5	Add lines 3 and 4	5	323,800,145.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	323,800,145.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	281,019,058.
b	Program-related investments - total from Part IX-B	1b	36,055,512.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	23,511,868.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	340,586,438.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,436,571.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	337,149,867.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				323,800,145.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	8,858,834.			
d From 2010	324626302.			
e From 2011	16,782,574.			
f Total of lines 3a through e	350,267,710.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 340,586,438.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				323,800,145.
e Remaining amount distributed out of corpus	16,786,293.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	367,054,003.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	367,054,003.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	8,858,834.			
c Excess from 2010	324626302.			
d Excess from 2011	16,782,574.			
e Excess from 2012	16,786,293.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

The David and Lucile Packard Foundation, 650-948-7658
343 Second Street, Los Altos, CA 94022

b The form in which applications should be submitted and information and materials they should include:

See "What We Fund" in each program area at www.packard.org

c Any submission deadlines:

See "What We Fund" in each program area at www.packard.org

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

See "What We Fund" in each program area at www.packard.org

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1STACT Silicon Valley 4 North Second Street, Suite 500 San Jose, CA 95113-1305	N/A	501c3 Pub Charity	Special Opportunities for Children, Conservation and Population	450,000.
A World Fit for Kids 678 S. La Fayette Park Place Los Angeles, CA 90057	N/A	501c3 Pub Charity	Children, Families, and Communities	10,000.
Aahung Sasi Home, G-18/6, Block-8, Kehkashan, Clifton Karachi, PAKISTAN	N/A	Intl Org	Population and Reproductive Health	150,000.
Acterra: Action for a Healthy Planet 3921 East Bayshore Road Palo Alto, CA 94303-4303	N/A	501c3 Pub Charity	Local Grantmaking	60,000.
Acterra: Action for a Healthy Planet 3921 East Bayshore Road Palo Alto, CA 94303-4303	N/A	501c3 Pub Charity	Local Grantmaking	150,000.
Total	See continuation sheet(s)			256,130,462.
b Approved for future payment				
Advancement Project 1910 West Sunset Blvd. Suite 500 Los Angeles, CA 90026	N/A	501c3 Pub Charity	Children, Families, and Communities	150,000.
African Population and Health Research Centre, Inc. 2nd Fl Manga Close, Kirawa Rd, off Peponi Rd, PO Box 10787-00100 Nairobi, KENYA	N/A	501c3 Pub Charity	Population and Reproductive Health	1,250,000.
Alianza para la Sustentabilidad del Noroeste Costero, A.C. Eloy Cavazos 149, Fracc. El Toreo Sinaloa, Mazatlán, MEXICO 82120	N/A	Intl Org	Conservation and Science	59,000.
Total	See continuation sheet(s)			82,747,826.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a <u>Program Related</u>					
b <u>Investments</u>					1,517,405.
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	257,453.	
4 Dividends and interest from securities			14	56,479,473.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	104,677.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	111,584,748.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>Proceeds from class</u>					
b <u>action lawsuits</u>			01	7,693.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)			0.	168,434,044.	1,517,405.
13 Total. Add line 12, columns (b), (d), and (e)				13	169,951,449.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1	<p>Program related investments (PRIs) are an integral part of the Foundation's exempt programs and are undertaken to complement and extend its grant making activities. PRIs are reviewed by the relevant program and are made to further the Foundation's charitable, educational or scientific purposes and the program's goals. PRIs are generally made as loans or guarantees. Each PRI meets the following three requirements:</p> <p>(a) the primary purpose of the PRI is charitable; and</p> <p>(b) no significant purpose of the PRI is profit motivated; and</p> <p>(c) no purpose of the PRI is to attempt to influence legislation, or to participate or intervene in any political campaign, for or against, any candidate for public office.</p> <p>See Part IX-B and Statement 25 for a description of the charitable purpose of each PRI made in 2011.</p>

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)	X	
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)	X	
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
b3	875.	American Legion Post 558	See Statement 29
a1	351,000.	MomsRising	
		Silicon Valley Leadership	
a1	75,000.	Group	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Title: **Vice President & CFO**

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: **11/14/13** Check if self-employed PTIN: **P00125475**

Firm's name: **Deloitte Tax LLP** Firm's EIN: **86-1065772**

Firm's address: **225 West Santa Clara Street San Jose, CA 95113** Phone no.: **408-704-4000**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Public Investments	P		
b Private Investments	P		
c Currency Gain on Cash Balances	P		
d Currency Loss on Foreign PRI	P		
e Gain on Sale of Real Estate	P		
f Pass Through from K-1s	P		
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 36,311,919.		8,410,942.	27,900,977.
b 2,788,046,255.		2,729,237,239.	58,809,016.
c 23,557.			23,557.
d			-6,317.
e 11,171,000.		11,171,000.	0.
f			177,307,961.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			27,900,977.
b			58,809,016.
c			23,557.
d			-6,317.
e			0.
f			177,307,961.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	264,035,194.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A