

HEWLETT PACKARD CO
Form 4
December 10, 2013

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 *
KEOGH TRACY S

(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)
12/06/2013

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 below) ___ Other (specify below)
EVP HR

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 12/06/2013 | | M | | 19,315 | A | \$ 27.7 |
| Common Stock | 12/06/2013 | | F | | 7,260 | D | \$ 27.7 |

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

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SEC 1474 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Restricted Stock Units | (1) | 07/03/2013 | | A | 229,5549 (2) | (2) (2) | Common Stock 229 |
| Restricted Stock Units | (1) | 07/03/2013 | | A | 527,9675 (3) | (3) (3) | Common Stock 527 |
| Restricted Stock Units | (1) | 12/06/2013 | | M | 19,315 (4) | (4) (4) | Common Stock 19 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOGH TRACY S C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP HR | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Tracy S. Keogh
12/10/2013

__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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 12/12/11 the reporting person was granted 27,433 restricted stock units ("RSUs"), 9,144 of which vested on 12/12/12, 9,144 of which will vest on 12/12/13, and 9,145 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect

(2) to these RSUs when and as dividends are paid on HP common stock. The 229,5549 dividend equivalent rights being reported reflect 105,4632 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 124,0917 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

(3) As previously reported, on 12/12/11 the reporting person was granted 63,095 restricted stock units ("RSUs"), 21,031 of which vested on 12/12/12, and 21,032 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 527,9675 dividend equivalent rights being reported reflect 242,5613 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 285,4062 dividend equivalent rights at

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\$21.40 per RSU credited to the reporting person's account on 10/02/13.

- As previously reported, on 12/06/12 the reporting person was granted 56,400 restricted stock units ("RSUs"), 18,800 of which vested on 12/06/13, and 18,800 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 325.2295 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 382.6766 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 515 vested dividend equivalent rights and a de minimus adjustment of 0.6447 due to fractional rounding of the dividend equivalent rights.
- (4)

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.