

HEWLETT PACKARD CO
Form 4
December 10, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WHITMAN MARGARET C

(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
 Officer (give title below) Other (specify below)
President & CEO

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. 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	97,463 A \$ 27.7	135,235	D	
Common Stock	12/06/2013		F	45,917 D \$ 27.7	89,318	D	
Common Stock					66 ⁽¹⁾	I	Living Trust

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 required to respond unless the form

SEC 1474 (9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(2)	04/03/2013		A	1,971.7123 (3)	(3)	(3)	Common Stock	1,971.7123
Restricted Stock Units	(2)	12/06/2013		M	97,463	(4)	(4)	Common Stock	97,463
Restricted Stock Units	(2)	07/03/2013		A	45.3863 (5)	(5)	(5)	Common Stock	45.3863

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		President & CEO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Margaret C. Whitman

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) There is no reportable change since the last filing. This is a reiteration of holdings only.

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

(3) As previously reported, on 12/14/11 the reporting person was granted 159,212 restricted stock units ("RSUs"), 53,070 of which vested on 12/14/12, and 53,071 of which will vest on each of 12/14/13 and 12/14/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,971.7123 dividend equivalent rights being reported reflect 639.4680 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13, 612.0659 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13, and 720.1784 dividend equivalent rights at \$21.40 per RSU

Edgar Filing: HEWLETT PACKARD CO - Form 4

credited to the reporting person's account on 10/02/13.

- (4) On 01/02/13 the reporting person was granted 287,057 restricted stock units ("RSUs"), 95,685 of which vested on 12/06/13, and 95,686 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 1,729.4169 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13, 1,655.3088 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13, and 1,947.6952 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 1,778 vested dividend equivalent rights and a de minimus adjustment of 0.5791 due to fractional rounding of the dividend equivalent rights.
- (5) On 03/20/13 the reporting person was granted 3,616 restricted stock units ("RSUs"), 1,205 of which will vest on each of 03/20/14 and 03/20/15, and 1,206 of which will vest on 03/20/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 45.3863 dividend equivalent rights being reported reflect 20.8516 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13, 24.5347 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

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.