

HEWLETT PACKARD CO
Form 4
October 28, 2014

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 *
WEISLER DION J

(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)
10/24/2014

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, PPSG

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/24/2014		M	25,000	A \$ 27.15	38,625	D
Common Stock	10/24/2014		S	25,000 (1)	D \$ 35	13,625	D
Common Stock	10/24/2014		S	13,625 (1)	D \$ 35	0	D

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

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(9-02)

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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 of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 27.15	10/24/2014		M			25,000	01/19/2013 ⁽²⁾	01/19/2020 ⁽³⁾	Comm Stock
Restricted Stock Units	⁽⁴⁾	10/01/2014		A		77.1844 ⁽⁵⁾		⁽⁵⁾	⁽⁵⁾	Comm Stock
Restricted Stock Units	⁽⁴⁾	10/01/2014		A		123.4941 ⁽⁶⁾		⁽⁶⁾	⁽⁶⁾	Comm Stock
Restricted Stock Units	⁽⁴⁾	10/01/2014		A		123.5913 ⁽⁷⁾		⁽⁷⁾	⁽⁷⁾	Comm Stock
Restricted Stock Units	⁽⁴⁾	10/01/2014		A		257.3754 ⁽⁸⁾		⁽⁸⁾	⁽⁸⁾	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISLER DION J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, PPSG	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler
10/28/2014

 **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) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/17/14.
- (2) This option became exercisable beginning on this date.
- (3) This option is no longer exercisable beginning on this date.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(5) As previously reported, on 01/18/12 the reporting person was granted 50,000 restricted stock units ("RSUs"), 16,666 of which vested on 01/18/13, 16,667 of which vested on 01/18/14, and 16,667 of which will vest on 01/18/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 77.1844 dividend equivalent rights being reported reflect 77.1844 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(6) As previously reported, on 12/06/12 the reporting person was granted 40,000 RSUs, 13,333 of which vested on 12/06/13, 13,333 of which will vest on 12/06/14, and 13,334 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 123.4941 dividend equivalent rights being reported reflect 123.4941 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(7) As previously reported, on 08/01/13 the reporting person was granted 40,031 RSUs, 13,343 of which vested on 08/01/14, and 13,344 of which will vest on each of 08/01/15 and 08/01/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 123.5913 dividend equivalent rights being reported reflect 123.5913 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(8) As previously reported, on 12/11/13 the reporting person was granted 55,577 restricted stock units ("RSUs"), 18,525 of which will vest on 12/11/14, and 18,526 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 257.3754 dividend equivalent rights being reported reflect 257.3754 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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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