

HEWLETT PACKARD CO
Form 4
November 18, 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 *
Hinshaw John M

(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)
11/15/2014

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, Technology and Operations

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)
				(A) or (D)	Amount	Price			
Common Stock	04/03/2014		G	V	575	D \$ 0	41,735	D	
Common Stock	05/27/2014		G	V	1,000	D \$ 0	40,735	D	
Common Stock	05/28/2014		G	V	150	D \$ 0	40,585	D	
Common Stock	08/22/2014		G	V	260	D \$ 0	40,325	D	
Common Stock	08/22/2014		G	V	925	D \$ 0	39,400	D	

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Common Stock	10/16/2014		G	V	600	D	\$ 0	38,800	D
Common Stock	11/15/2014		M		19,283	A	\$ 36.92	58,083	D
Common Stock	11/15/2014		F		7,248	D	\$ 36.92	50,835	D

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	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)	Amount of Underlying Security
						Date Exercisable	Expiration Date		
Restricted Stock Units	(1)	11/15/2014		M	(A) 19,283 (D) (2)	(2)	(2)	Common Stock	19,283
Restricted Stock Units	(1)	04/02/2014		A	87.525 (3)	(3)	(3)	Common Stock	87,525
Restricted Stock Units	(1)	04/02/2014		A	449,8635 (4)	(4)	(4)	Common Stock	449,8635
Restricted Stock Units	(1)	04/02/2014		A	119,1796 (5)	(5)	(5)	Common Stock	119,1796
Restricted Stock Units	(1)	04/02/2014		A	471,1671 (6)	(6)	(6)	Common Stock	471,1671

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinshaw John M			EVP, Technology and Operations	

C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John M.
Hinshaw

11/18/2014

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

As previously reported, on 11/15/11 the reporting person was granted 54,000 restricted stock units ("RSUs"), 18,000 of which vested on each of 11/15/12, 11/15/13 and 11/15/14. 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

(2) 77.7626 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 85.0059 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 83.3575 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14. The number of derivative securities in column 5 includes 1,283 vested dividend equivalent rights and a de minimus adjustment of 0.3838.

As previously reported, on 12/12/11 the reporting person was granted 19,203 RSUs, 6,401 of which vested on each of 12/12/12 and 12/12/13, and 6,401 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

(3) are paid on HP common stock. The 87.5250 dividend equivalent rights being reported reflect 27.6532 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 30.2290 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 29.6428 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

As previously reported, on 12/06/12 the reporting person was granted 49,350 RSUs, 16,450 of which vested on 12/06/13, and 16,450 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

(4) are paid on HP common stock. The 449.8635 dividend equivalent rights being reported reflect 142.1327 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 155.3719 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 152.3589 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

As previously reported, on 01/16/13 the reporting person was granted 13,074 RSUs, 4,358 of which vested on 01/16/14, and 4,358 of which will vest on each of 01/16/15 and 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

(5) are paid on HP common stock. The 119.1796 dividend equivalent rights being reported reflect 37.6544 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 41.1617 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 40.3635 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

As previously reported, on 12/11/13 the reporting person was granted 34,458 RSUs, 11,486 of which will vest on each of 12/11/14, 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

(6) stock. The 471.1671 dividend equivalent rights being reported reflect 148.8635 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 162.7296 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 159.5740 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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