

HEWLETT PACKARD CO
Form 4
January 21, 2015

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 *
Nefkens Michael G

(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)
01/16/2015

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, Enterprise Services

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/16/2015		M		284,718 A \$ 17.21	308,697.6448 (1)	D
Common Stock	01/16/2015		S		284,718 (2) D \$ 37.9627 (3)	23,979.6448	D
Common Stock	01/16/2015		M		21,182 A \$ 38.34	45,161.6448	D
Common Stock	01/16/2015		F		11,053 D \$ 38.34	34,108.6448	D
						59,545 (4)	I

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Common
Stock

By
Michael
Nefkens
Trust
02/27/09

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 (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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 17.21	01/16/2015		M	284,718	01/16/2015 ⁽⁵⁾	01/16/2021 ⁽⁶⁾	Common Stock
Restricted Stock Units	<u>(7)</u>	01/16/2015		M	21,182 ⁽⁸⁾	<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	01/07/2015		A	143,2469 ⁽⁹⁾	<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	01/07/2015		A	31,9879 ⁽¹⁰⁾	<u>(10)</u>	<u>(10)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	01/07/2015		A	161,6914 ⁽¹¹⁾	<u>(11)</u>	<u>(11)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
EVP, Enterprise Services

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

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Michael G.
Nefkens

01/21/2015

__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 total beneficial ownership includes 1.1306 shares at \$40.6161 per share acquired through dividends paid in shares on 01/08/15 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 0.0360 shares at \$39.7693 per share received on 10/01/14 through dividends paid in shares.
- (2) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 05/27/14. The price in Column 4 is a weighted average price. The prices actually paid ranged from \$37.61 to \$38.37. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (4) This option became exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (7) As previously reported, on 01/16/13 the reporting person was granted 61,012 restricted stock units ("RSUs"), 20,337 of which vested on 01/16/14 and 01/16/15, and 20,338 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 845 vested dividend equivalent rights and a de minimus adjustment of 0.0181 due to fractional rounding of the dividend equivalent rights.
- (8) As previously reported, on 12/11/13 the reporting person was granted 53,354 RSUs, 17,784 of which vested on 12/11/14, and 17,785 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 143.2469 dividend equivalent rights being reported reflect 143.2469 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (9) As previously reported, on 12/11/13 the reporting person was granted 15,886 RSUs, 7,943 of which vested on 12/11/14 and 7,943 of which will vest on 12/11/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 31.9879 dividend equivalent rights being reported reflect 31.9879 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (10) As previously reported, on 12/10/14 the reporting person was granted 40,150 RSUs, 13,383 of which will vest on each of 12/10/15 and 12/10/16, and 13,384 of which will vest on 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 161.6914 dividend equivalent rights being reported reflect 161.6914 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (11)

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.