

HEWLETT PACKARD CO
Form 4
August 04, 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 *
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)
08/01/2015

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, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2015		M	13,887 A \$ 30.52	13,887	D	

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)

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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	(1)	04/01/2015		A	145,0761 (2)	(2)	(2)	Common Stock	145
Restricted Stock Units	(1)	08/01/2015		M	13,887 (3)	(3)	(3)	Common Stock	13
Restricted Stock Units	(1)	04/01/2015		A	403,1319 (4)	(4)	(4)	Common Stock	403
Restricted Stock Units	(1)	04/01/2015		A	480,5225 (5)	(5)	(5)	Common Stock	480

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

08/04/2015

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

As previously reported, on 12/06/12 the reporting person was granted 40,000 restricted stock units ("RSUs"), 13,333 of which vested on each of 12/06/13 and 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 145,0761 dividend equivalent rights being reported reflect 68,1828 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 76,8933 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(3) As previously reported, on 08/01/13 the reporting person was granted 40,031 RSUs, 13,343 of which vested on 08/01/14, 13,344 of which vested on 08/01/15, and 13,344 of which will vest on 08/01/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction

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being reported includes 136.4679 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 153.9020 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 543 vested dividend equivalent rights and a de minimus adjustment of 0.5613 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 12/11/13 the reporting person was granted 55,577 RSUs, 18,525 of which vested 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 403.1319 dividend equivalent rights being reported reflect 189.4637 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 213.6682 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

- (5) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which will vest on 12/10/15, and 14,722 of which will vest on each of 12/10/16 and 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 480.5225 dividend equivalent rights being reported reflect 225.8357 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 254.6868 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

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.