

HEWLETT PACKARD CO
Form 4
January 21, 2014

FORM 4

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

OMB APPROVAL

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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)
01/16/2014

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) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 01/16/2014 | | M | 4,463 | A \$ 29.56 | 44,120 | D |
| Common Stock | 01/16/2014 | | F | 1,810 | D \$ 29.56 | 42,310 | 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)

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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 and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 94.4902 (2) | (2) (2) | Common Stock 94.4 |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 33.6018 (3) | (3) (3) | Common Stock 33.6 |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 172.7072 (4) | (4) (4) | Common Stock 172.7 |
| Restricted Stock Units | (1) | 01/16/2014 | | M | 4,463 (5) | (5) (5) | Common Stock 4,4 |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 180.8858 (6) | (6) (6) | Common Stock 180.8 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP, Technology and Operations

Signatures

/s/ David Ritenour as Attorney-in-Fact for John M.
Hinshaw

01/21/2014

**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.

(2)

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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 and 11/15/13, and 18,000 of which will vest on 11/15/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 94.4902 dividend equivalent rights being reported reflect 94.4902 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (3) 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 are paid on HP common stock. The 33.6018 dividend equivalent rights being reported reflect 33.6018 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (4) 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 are paid on HP common stock. The 172.7072 dividend equivalent rights being reported reflect 172.7072 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (5) 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 are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 68.6314 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14. The number of derivative securities in column 5 includes 105 vested dividend equivalent rights and a de minimus adjustment of 0.5037.

- (6) 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 stock. The 180.8858 dividend equivalent rights being reported reflect 180.8858 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

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.