

HEWLETT PACKARD CO
Form 4
October 21, 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 *
Fink Martin

(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)
10/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, CTO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	10/17/2014		S		9,285	D		\$ 34.0367 (1)	1,193.552 (2)	D	
Common Stock	10/17/2014		M		6,000	A		\$ 23.59	7,193.552	D	
Common Stock	10/17/2014		S		6,000	D		\$ 34.0367 (1)	1,193.552	D	
Common Stock	10/17/2014		M		10,500	A		\$ 28.41	11,693.552	D	

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Common Stock	10/17/2014	S	10,500	D	\$ <u>(1)</u> 34.0367	1,193.552	D
Common Stock	10/17/2014	M	21,909	A	\$ 21.3	23,102.552	D
Common Stock	10/17/2014	S	21,909	D	\$ <u>(1)</u> 34.0367	1,193.552	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)

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)	\$ 23.59	10/17/2014		M	6,000	09/27/2012 ⁽³⁾ 09/27/2019 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 28.41	10/17/2014		M	10,500	12/07/2012 ⁽³⁾ 12/07/2019 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 21.3	10/17/2014		M	21,909	09/26/2014 ⁽³⁾ 09/26/2021 ⁽⁴⁾	Common Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	16.2084 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	34.1164 <u>(7)</u>	<u>(7)</u> <u>(7)</u>	Common Stock

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Restricted Stock Units	<u>(5)</u>	10/01/2014	A	231,5485 <u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Comm Stoc
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	133,9415 <u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Comm Stoc
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	21,747 <u>(10)</u>	<u>(10)</u>	<u>(10)</u>	Comm Stoc
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	141,5548 <u>(11)</u>	<u>(11)</u>	<u>(11)</u>	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fink Martin C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CTO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Martin Fink	10/21/2014
<u> </u> 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 price in Column 4 is a weighted average price. The prices actually received ranged from \$34.0300 to \$34.0550. 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 sold at each price within the range.
 - (2) The total beneficial ownership also includes the acquisition of 5.3320 shares at \$35.0956 per share received on 10/01/14 through dividends paid in shares.
 - (3) This option became exercisable beginning on this date.
 - (4) This option is no longer exercisable beginning on this date.
 - (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (6) As previously reported, on 12/07/11 the reporting person was granted 10,500 Restricted Stock Units ("RSUs"), 3,500 of which vested on each of 12/07/12 and 12/07/13, and 3,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 16.2084 dividend equivalent rights being reported reflect 16.2084 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
 - (7) As previously reported, on 09/19/12 the reporting person was granted 22,100 RSUs, 7,366 of which vested on 09/19/13, 7,367 of which vested on 09/19/14, and 7,367 of which will vest on 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 34.1164 dividend equivalent rights being reported reflect 34.1164 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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- (8) As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which will vest on each of 11/27/14 and 11/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 231.5485 dividend equivalent rights being reported reflect 231.5485 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (9) As previously reported, on 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which will vest on 12/06/14, and 14,462 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 133.9415 dividend equivalent rights being reported reflect 133.9415 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (10) As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which will vest on 09/26/14, and 2,348 of which will vest on each of 09/26/15 and 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 21.7470 dividend equivalent rights being reported reflect 21.7470 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (11) As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 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 141.5548 dividend equivalent rights being reported reflect 141.5548 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. 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.