

HEWLETT PACKARD CO
Form 4
July 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 *
YOUNGJOHNS ROBERT

(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)
07/17/2015

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 and GM, HP Software

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/17/2015 | | M | 9,871 A \$ 30.36 | 28,641 | D | |
| Common Stock | 07/17/2015 | | F | 5,152 D \$ 30.36 | 23,489 | D | |
| Common Stock | 07/21/2015 | | S | 4,719 (1) D \$ 30.18 | 18,770 | 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)

displays a currently valid OMB control number.

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 | (2) | 07/01/2015 | | A | 240,2815 (3) | (3) (3) | Common Stock 240.2 |
| Restricted Stock Units | (2) | 07/01/2015 | | A | 139,6178 (4) | (4) (4) | Common Stock 139.6 |
| Restricted Stock Units | (2) | 07/01/2015 | | A | 74,2003 (5) | (5) (5) | Common Stock 74.2 |
| Restricted Stock Units | (2) | 07/17/2015 | | M | 9,871 (6) | (6) (6) | Common Stock 9,8 |
| Restricted Stock Units | (2) | 07/01/2015 | | A | 185,2267 (7) | (7) (7) | Common Stock 185.2 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP and GM, HP Software

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert Youngjohns

07/21/2015

__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 sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/03/15.

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

(3) As previously reported, on 09/19/12 the reporting person was granted 125,000 restricted stock units ("RSUs"), 41,666 of which vested on 09/19/13, 41,667 of which vested on 09/19/14, and 41,667 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 240.2815 dividend equivalent rights being reported reflect 240.2815 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(4) As previously reported, on 01/16/13 the reporting person was granted 72,633 RSUs, 24,211 of which vested on each of 01/16/14 and 01/16/15, and 24,211 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 139.6178 dividend equivalent rights being reported reflect 139.6178 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(5) As previously reported, on 12/11/13 the reporting person was granted 19,300 RSUs, 6,433 of which vested on 12/11/14, 6,433 of which will vest on 12/11/15, and 6,434 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 74.2003 dividend equivalent rights being reported reflect 74.2003 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(6) As previously reported, on 07/17/14, the reporting person was granted 29,045 RSUs, 9,681 of which vested on 07/17/15, and 9,682 of which will vest on each of 07/17/16 and 07/17/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 167.4941 dividend equivalent rights being reported reflect 167.4941 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 190 vested dividend equivalent rights and a de minimus adjustment of 0.5096 due to fractional rounding of the dividend equivalent rights.

(7) As previously reported, on 12/10/14 the reporting person was granted 32,120 RSUs, 10,706 of which will vest on 12/10/15, and 10,707 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 185.2267 dividend equivalent rights being reported reflect 185.2267 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.