

HEWLETT PACKARD CO

Form 4

April 23, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Andreessen Marc L

(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)

04/21/2014

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)

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	07/03/2013		A		199.727	A	(2)
					14,472 (1)	D	
					11,758.727	I	

By Merrill
Lynch (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 or Number of Shares
Restricted Stock Units	(3)	07/03/2013		A	247,7542 (4)	(4) (4)	Common Stock 247.7542
Restricted Stock Units	(3)	04/21/2014		A	8,610 (5)	(5) (5)	Common Stock 8,610

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Andreessen Marc L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Marc L. Andreessen 04/23/2014

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.
The reporting person elected to defer the receipt of common stock until the termination of his service as a member of the HP's Board of
- (2) Directors. The 199.7270 dividends being reported reflect 64.6999 dividends at \$25.18 per share deferred on 07/03/13; 76.1282 dividends at \$21.40 per share deferred on 10/02/13; and 58.8989 dividends at \$27.66 per share deferred on 01/02/14.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
As previously reported, on 04/22/13 the reporting person was granted 13,918 restricted stock units ("RSUs"), all of which will cliff vest on 04/22/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The
- (4) 247.7542 dividend equivalent rights being reported reflect 80.2579 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; 94.4343 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13; and 73.0620 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.
- (5) On 04/21/14 the reporting person was granted 8,610 RSUs, all of which will cliff vest on 04/21/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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