

HEWLETT PACKARD CO
Form 4
January 21, 2015

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 *
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)
01/18/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/18/2015		M	17,848 A \$ 38.34	17,848	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 Number of Shares
Restricted Stock Units	<u>(1)</u>	01/18/2015		M		<u>(2)</u> <u>(2)</u>	Common Stock 17,848
Restricted Stock Units	<u>(1)</u>	01/07/2015		A	53.6985 <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 53,698
Restricted Stock Units	<u>(1)</u>	01/07/2015		A	107.4775 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 107,477
Restricted Stock Units	<u>(1)</u>	01/07/2015		A	149.2152 <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 149,215
Restricted Stock Units	<u>(1)</u>	01/07/2015		A	177.8606 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock 177,860

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
 01/21/2015
 **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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(2) As previously reported, on 01/18/12 the reporting person was granted 50,000 restricted stock units ("RSUs"), 16,666 of which vested on 01/18/13, and 16,667 of which vested on each of 01/18/14 and 01/18/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 1,181 vested dividend equivalent rights and a de minimus adjustment of 0.9800 due to fractional rounding of the dividend equivalent rights.

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- (3) As previously reported, on 12/06/12 the reporting person was granted 40,000 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 53.6985 dividend equivalent rights being reported reflect 53.6985 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (4) As previously reported, on 08/01/13 the reporting person was granted 40,031 RSUs, 13,343 of which vested on 08/01/14, and 13,344 of which will vest on each of 08/01/15 and 08/01/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 107.4775 dividend equivalent rights being reported reflect 107.4775 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (5) 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 149.2152 dividend equivalent rights being reported reflect 149.2152 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (6) 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 177.8606 dividend equivalent rights being reported reflect 177.8606 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

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.