

HEWLETT PACKARD CO

Form 4

January 13, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VEGhte WILLIAM 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)

01/09/2015

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 ____ Other (specify
below) below)

EVP and GM EG

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	01/09/2015		M		200,000	A \$ 13.83	282,546.5777 D
Common Stock	01/09/2015		S		200,000 (1)	D \$ 41	82,546.5777 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Underlying (Instr. 3)
						Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 13.83	01/09/2015		M	200,000	12/06/2014 ⁽²⁾	12/06/2020 ⁽³⁾	Common Stock
Restricted Stock Units	⁽⁴⁾	01/07/2015		A	160.1571 ⁽⁵⁾	⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units	⁽⁴⁾	01/07/2015		A	221.479 ⁽⁶⁾	⁽⁶⁾	⁽⁶⁾	Common Stock
Restricted Stock Units	⁽⁴⁾	01/07/2015		A	179.0566 ⁽⁷⁾	⁽⁷⁾	⁽⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP and GM EG

Signatures

/s/ Katie Colendich as Attorney-in-Fact for William L. Veghte
01/13/2015

**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 12/03/14.
- (2) This option became exercisable beginning on this date.
- (3) This option is no longer exercisable beginning on this date.

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

As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which vested on 12/06/13, 39,769 of which vested on 12/06/14, and 39,769 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 160.1571 dividend equivalent rights being reported reflect 160.1571 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (5) As previously reported, on 09/18/13 the reporting person was granted 82,494 RSUs, 27,498 of which vested on 09/18/14, and 27,498 of which will vest on each of 09/18/15 and 09/18/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 221.4790 dividend equivalent rights being reported reflect 221.4790 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (6) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which vested on 12/11/14, and 22,231 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 179.0566 dividend equivalent rights being reported reflect 179.0566 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (7) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which vested on 12/11/14, and 22,231 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 179.0566 dividend equivalent rights being reported reflect 179.0566 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.