

HEWLETT PACKARD CO

Form 4

January 21, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hinshaw John M

(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)

01/16/2015

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, Technology and Operations

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 Ownership (Instr. 4)
Common Stock	01/16/2015		M	4,540	A \$ 38.34	19,288	D
Common Stock	01/16/2015		F	1,804	D \$ 38.34	17,484	D

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

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information contained in this form are not
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SEC 1474
(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 Number Shares
Restricted Stock Units	(1)	01/07/2015		A	66.2472 (2)	(2) (2)	Common Stock 66.2
Restricted Stock Units	(1)	01/16/2015		M	4,540 (3)	(3) (3)	Common Stock 4,5
Restricted Stock Units	(1)	01/07/2015		A	92.5125 (4)	(4) (4)	Common Stock 92.5
Restricted Stock Units	(1)	01/07/2015		A	100.2487 (5)	(5) (5)	Common Stock 100.2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hinshaw John M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP, Technology and Operations

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John M. Hinshaw 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 12/06/12 the reporting person was granted 49,350 Restricted Stock Units ("RSUs"), 16,450 of which vested on 12/06/13, 16,450 of which vested on 12/06/14, and 16,450 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 66.2472 dividend equivalent rights being reported reflect 66.2472 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(3)

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As previously reported, on 01/16/13 the reporting person was granted 13,074 RSUs, 4,358 of which vested on each of 01/16/14 and 01/16/15, and 4,358 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 number of derivative securities in column 5 includes 182 vested dividend equivalent rights and a de minimus adjustment of 0.7195 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 12/11/13 the reporting person was granted 34,458 RSUs, 11,486 of which vested on 12/11/14, and 11,486 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 92.5125 dividend equivalent rights being reported reflect 92.5125 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (5) As previously reported, on 12/10/14 the reporting person was granted 24,893 RSUs, 8,297 of which will vest on 12/10/15, and 8,298 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 100.2487 dividend equivalent rights being reported reflect 100.2487 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.

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