

HEWLETT PACKARD CO

Form 4

September 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gomez Henry

(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)

09/17/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP, CM & CO

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	09/17/2015		M		35,838	A	\$ 27.57
Common Stock	09/17/2015		F		18,823	D	\$ 27.57
Common Stock	09/17/2015		M		11,944	A	\$ 27.57
Common Stock	09/17/2015		F		6,272	D	\$ 27.57
Common Stock	09/17/2015		M		151,844	A	\$ 13.83

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Common	09/17/2015	S	151,844 (1)	D	\$ 28.0185 (2)	22,687	D
Stock							

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)

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 Underlying (Instr. 3 a)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 13.83	09/17/2015		M	151,844 (6)	12/06/2014 ⁽³⁾⁽⁶⁾	12/06/2020 ⁽⁴⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	09/17/2015		M	11,509 (7)	⁽⁶⁾⁽⁷⁾	⁽⁷⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	09/17/2015		M	7,281 ⁽⁸⁾	⁽⁶⁾⁽⁸⁾	⁽⁸⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	09/17/2015		M	9,577 ⁽⁹⁾	⁽⁶⁾⁽⁹⁾	⁽⁹⁾	Common Stock
Restricted Stock Units	⁽⁵⁾	09/17/2015		M	7,471 ⁽¹⁰⁾	⁽⁶⁾⁽¹⁰⁾	⁽¹⁰⁾	Common Stock
Performance Adjusted Restricted Stock Units	⁽⁵⁾	09/17/2015		M	11,944 ⁽¹¹⁾	⁽⁶⁾⁽¹¹⁾	⁽¹¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gomez Henry C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP, CM & CO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Henry Gomez

09/21/2015

__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 03/06/14.

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$27.69 to \$28.10. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.

(3) This option became exercisable beginning on this date.

(4) This option is no longer exercisable beginning on this date.

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

(6) On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

As previously reported, on 12/06/12 the reporting person was granted 32,538 restricted stock units ("RSUs"), 10,846 of which vested on each of 12/06/13 and 12/06/14, and 10,846 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 55.4605 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 62.5457 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 663 vested dividend equivalent rights and a de minimus adjustment of 0.3150 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 09/26/13 the reporting person was granted 21,127 RSUs, 7,042 of which vested on 09/26/14, 7,042 of which vested early on 09/17/15, and 7,043 of which will vest on 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 72.0230 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 81.2241 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 239 vested dividend equivalent rights and a de minimus adjustment of 0.8028 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/11/13 the reporting person was granted 27,789 RSUs, 9,263 of which vested on 12/11/14, and 9,263 of which vested early on 09/17/15, and 9,263 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 94.7319 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 106.8341 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 314 vested dividend equivalent rights and a de minimus adjustment of 0.8264 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/14 the reporting person was granted 22,082 RSUs, 7,360 of which vested early on 09/17/15, and 7,361 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 112.9153 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 127.3405 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 111 vested dividend equivalent rights and a de minimus adjustment of 0.8159 due to fractional rounding of the dividend equivalent rights.

(11) As previously reported, on 12/11/13 the reporting person was granted 25,080 performance adjusted restricted stock units ("PARSUs"), 50% of which vested early on 09/17/15, and 50% of which will vest on 12/11/16, in each case subject to certain return on invested capital performance conditions and/or relative total stockholder return conditions being met at the time of vesting. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 430.8427 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.4480 due to fractional rounding of the dividend equivalent rights.

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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