

HEWLETT PACKARD CO

Form 4

November 28, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMAN MARGARET C

(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)
11/25/2014

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	Price (D)	
Common Stock	11/25/2014		A		231,177	\$ 0	D
Common Stock	11/25/2014		F		117,130	\$ 37.63	D
Common Stock					66 (2)		I
							Living Trust

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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	(3)	04/02/2014		A		725.675	(4)	(4)	(4)	Common Stock	725.6
Restricted Stock Units	(3)	04/02/2014		A		2,616.7562	(5)	(5)	(5)	Common Stock	2,616.7
Restricted Stock Units	(3)	04/02/2014		A		32.9673	(6)	(6)	(6)	Common Stock	32.96
Restricted Stock Units	(3)	04/02/2014		A		1,975.8169	(7)	(7)	(7)	Common Stock	1,975.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		Chairman, President & CEO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Margaret C. Whitman

11/28/2014

**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) Reflects shares released on 11/25/14 in connection with the vesting of performance-based restricted stock units granted to the reporting person on 12/14/11.

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- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 12/14/11 the reporting person was granted 159,212 restricted stock units ("RSUs"), 53,070 of which vested on 12/14/12, 53,071 of which vested on 12/14/13, and 53,071 of which will vest on 12/14/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 725.6750 dividend equivalent rights being reported reflect 229.2743 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 250.6305 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 245.7702 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (4)
- As previously reported, on 01/02/13 the reporting person was granted 287,057 RSUs, 95,685 of which vested on 12/06/13, and 95,686 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 2,616.7562 dividend equivalent rights being reported reflect 826.7544 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 903.7639 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 886.2379 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (5)
- As previously reported, on 03/20/13 the reporting person was granted 3,616 RSUs, 1,205 of which vested on 03/20/14, 1,205 of which will vest on 03/20/15, and 1,206 of which will vest on 03/20/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 32.9673 dividend equivalent rights being reported reflect 10.4159 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 11.3861 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 11.1653 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (6)
- As previously reported, on 12/11/13 the reporting person was granted 144,498 RSUs, 48,166 of which will vest on each of 12/11/14, 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 1,975.8169 dividend equivalent rights being reported reflect 624.2520 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 682.3991 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 669.1658 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (7)

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.