

HEWLETT PACKARD CO

Form 4

May 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 *
Ricci Jeff T

(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)

05/23/2014

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)

SVP, Controller & PAO

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)
Common Stock				(A) or (D)	967 ⁽¹⁾	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
displays a currently valid OMB control
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	04/02/2014		A		6.4802 (3)		(3)	(3)	Common Stock	6.4802
Restricted Stock Units	(2)	04/02/2014		A		19.4406 (4)		(4)	(4)	Common Stock	19.4406
Restricted Stock Units	(2)	04/02/2014		A		28.8024 (5)		(5)	(5)	Common Stock	28.8024
Restricted Stock Units	(2)	04/02/2014		A		42.0177 (6)		(6)	(6)	Common Stock	42.0177
Restricted Stock Units	(2)	05/23/2014		A		12,500 (7)		(7)	(7)	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ricci Jeff T C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	SVP, Controller & PAO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Jeff T.
Ricci

05/28/2014

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (3)

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As previously reported, on 12/07/11 the reporting person was granted 4,500 restricted stock units ("RSUs"), 1,500 of which vested on each of 12/07/12 and 12/07/13, and 1,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 6.4802 dividend equivalent rights being reported reflect 6.4802 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (4) As previously reported, on 12/06/12 the reporting person was granted 6,750 RSUs, 2,250 of which vested on 12/06/13, and 2,250 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 19.4406 dividend equivalent rights being reported reflect 19.4406 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (5) As previously reported, on 02/19/13 the reporting person was granted 10,000 RSUs, 3,333 of which vested on 02/19/14, 3,333 of which will vest on 02/19/15, and 3,334 of which will vest on 02/19/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 28.8024 dividend equivalent rights being reported reflect 28.8024 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (6) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 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 42.0177 dividend equivalent rights being reported reflect 42.0177 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (7) On 05/23/14 the reporting person was granted 12,500 RSUs, 4,166 of which will vest on 05/23/15, and 4,167 of which will vest on each of 05/23/16 and 05/23/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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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