

HEWLETT PACKARD CO

Form 4

September 22, 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
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 *
Fink Martin

(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)

09/19/2014

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)

EVP, CTO

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	09/19/2014		M	7,675 A	\$ 36.79	11,873.22 ⁽¹⁾	D
Common Stock	09/19/2014		F	2,885 D	\$ 36.79	8,988.22	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
required to respond unless the form
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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)	
Common Stock	(2)	04/02/2014		A	31.6494 (3)	(3)	Common Stock 31.64
Common Stock	(2)	09/19/2014		M		7,675 (4)	Common Stock 7,67
Common Stock	(2)	04/02/2014		A	452.1346 (5)	(5)	Common Stock 452.13
Common Stock	(2)	04/02/2014		A	261.5418 (6)	(6)	Common Stock 261.54
Common Stock	(2)	04/02/2014		A	63.6877 (7)	(7)	Common Stock 63.68
Common Stock	(2)	04/02/2014		A	276.408 (8)	(8)	Common Stock 276.4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fink Martin C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CTO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for
Martin Fink

09/22/2014

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) The total beneficial ownership also includes the acquisition of 5.0230 shares at \$33.4488 per share received on 04/02/14 through dividends paid in shares, and 5.460 shares at \$34.1095 per share received on 07/02/14 through dividends paid in shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (3) As previously reported, on 12/07/11 the reporting person was granted 10,500 Restricted Stock Units ("RSUs"), 3,500 of which vested on each of 12/07/12 and 12/07/13, and 3,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs

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when and as dividends are paid on HP common stock. The 31.6494 dividend equivalent rights being reported reflect 15.1205 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 16.5289 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (4) As previously reported, on 09/19/12 the reporting person was granted 22,100 RSUs, 7,366 of which vested on 09/19/13, 7,367 of which vested on 09/19/14, and 7,367 of which will vest on 09/19/15. 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 63.6530 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 69.5821 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14. The number of derivative securities in column 5 includes 308 vested dividend equivalent rights and a de minimus adjustment of 0.4485.

- (5) As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which will vest on each of 11/27/14 and 11/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 452.1346 dividend equivalent rights being reported reflect 216.0071 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 236.1275 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (6) As previously reported, on 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which will vest on 12/06/14, and 14,462 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 261.5418 dividend equivalent rights being reported reflect 124.9515 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 136.5903 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (7) As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which will vest on 09/26/14, and 2,348 of which will vest on each of 09/26/15 and 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 63.6877 dividend equivalent rights being reported reflect 30.4268 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 33.2609 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (8) As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 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 276.4080 dividend equivalent rights being reported reflect 132.0538 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 144.3542 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

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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