

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 *
LESJAK CATHERINE A

(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
X Officer (give title _____ Other (specify
below) below)
EVP & CFO

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 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	11/25/2014		A	(A) or (D) Amount 79,665 (1)	\$ 0 79,665	D	
Common Stock	11/25/2014		F	40,670 D	\$ 37.63 38,995	D	
Common Stock					306 (2)	I	By Spouse

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)

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 or Number of Shares
Restricted Stock Units	(3)	07/02/2014		A		802.1953 (4)		(4)	(4)	Common Stock	802.1953
Restricted Stock Units	(3)	07/02/2014		A		171.0665 (5)		(5)	(5)	Common Stock	171.0665
Restricted Stock Units	(3)	07/02/2014		A		676.3249 (6)		(6)	(6)	Common Stock	676.3249
Restricted Stock Units	(3)	07/02/2014		A		571.8181 (7)		(7)	(7)	Common Stock	571.8181

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LESJAK CATHERINE A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP & CFO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak 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 12/12/11.

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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 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 802.1953 dividend equivalent rights being reported reflect 405.0248 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 397.1705 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(5) As previously reported, on 12/12/11 the reporting person was granted 54,865 RSUs, 18,288 of which vested on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 171.0665 dividend equivalent rights being reported reflect 86.3707 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 84.6958 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(6) As previously reported, on 12/06/12 the reporting person was granted 108,460 RSUs, 36,153 of which vested on 12/06/13, 36,153 of which will vest on 12/06/14, and 36,154 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 676.3249 dividend equivalent rights being reported reflect 341.4734 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 334.8515 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(7) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 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 571.8181 dividend equivalent rights being reported reflect 288.7084 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 283.1097 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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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