

HEWLETT PACKARD CO

Form 4

December 09, 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

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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)

12/06/2014

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 below) ____ Other (specify 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2014		M		2,355	A	\$ 39.55
Common Stock	12/06/2014		F		886	D	\$ 39.55
Common Stock	12/07/2014		M		1,607	A	\$ 39.55
Common Stock	12/07/2014		F		605	D	\$ 39.55

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	<u>(1)</u>	12/07/2014		M	1,607 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 1,607
Restricted Stock Units	<u>(1)</u>	12/06/2014		M	2,355 <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 2,355
Restricted Stock Units	<u>(1)</u>	10/01/2014		A	30.8747 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 30.874
Restricted Stock Units	<u>(1)</u>	10/01/2014		A	45.0408 <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 45.040
Restricted Stock Units	<u>(1)</u>	10/01/2014		A	57.8871 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock 57.887

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

12/09/2014

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

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, 12/07/13, and 12/07/14. 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 6.9465 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14. The number of derivative securities in column 5 includes 107 vested dividend equivalent rights and a de minimus adjustment of 0.6153 due to fractional rounding of the dividend equivalent rights.

(2) As previously reported, on 12/06/12 the reporting person was granted 6,750 RSUs, 2,250 of which vested on each of 12/06/13 and 12/06/14, and 2,250 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 20.8394 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14. The number of derivative securities in column 5 includes 105 vested dividend equivalent rights and a de minimus adjustment of 0.8459 due to fractional rounding of the dividend equivalent rights.

(3) 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 30.8747 dividend equivalent rights being reported reflect 30.8747 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(4) 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 45.0408 dividend equivalent rights being reported reflect 45.0408 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(5) As previously reported, 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. The 57.8871 dividend equivalent rights being reported reflect 57.8871 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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