

HEWLETT PACKARD CO

Form 4

September 21, 2015

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 *
Neri Antonio F

(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)

09/17/2015

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 and GM EG

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	09/17/2015		M	43,753	(A) or (D) A \$ 27.57	48,689	D
Common Stock	09/17/2015		F	22,834	D \$ 27.57	25,855	D

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

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(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)		8. 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	(1)	09/17/2015		M		18,951	(3)	(2)(3)	(3)	Common Stock	18,951
Restricted Stock Units	(1)	09/17/2015		M		6,691	(4)	(2)(4)	(4)	Common Stock	6,691
Restricted Stock Units	(1)	09/17/2015		M		18,111	(5)	(2)(5)	(5)	Common Stock	18,111

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Neri Antonio F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP and GM EG

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Antonio F. Neri 09/21/2015

__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.

(2) On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

(3) As previously reported, on 12/06/12 the reporting person was granted 53,572 restricted stock units ("RSUs"), 17,857 of which vested on each of 12/06/13 and 12/06/14, and 17,858 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 1,093 vested dividend equivalent rights and a de minimus adjustment of 0.7846 due to fractional rounding of the dividend equivalent rights.

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(4) As previously reported, on 12/11/13 the reporting person was granted 19,413 RSUs, 6,471 of which vested on 12/11/14, 6,471 of which vested early on 09/17/15, and 6,471 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 220 vested dividend equivalent rights and a de minimus adjustment of 0.0691 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/10/14 the reporting person was granted 53,533 RSUs, 17,844 of which vested early on 09/17/15, 17,844 of which will vest on 12/10/16, and 17,845 of which will vest on 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 267 vested dividend equivalent rights and a de minimus adjustment of 0.9649 due to fractional rounding of the dividend equivalent rights.

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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