

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

OMB  
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response... 0.5

(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)

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)

SVP, Controller &amp; 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 Ownership (Instr. 4)
Common Stock	09/17/2015		M	8,005	A \$ 27.57	8,005	D
Common Stock	09/17/2015		F	3,012	D \$ 27.57	4,993	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  
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number.**

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)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(1)	09/17/2015		M	2,388 (3)	(2)(3) (3)	Common Stock 2,388
Restricted Stock Units	(1)	07/01/2015		A	19.2262 (4)	(4) (4)	Common Stock 19.226
Restricted Stock Units	(1)	09/17/2015		M	3,353 (5)	(2)(5) (5)	Common Stock 3,353
Restricted Stock Units	(1)	07/01/2015		A	48.0598 (6)	(6) (6)	Common Stock 48.059
Restricted Stock Units	(1)	09/17/2015		M	2,264 (7)	(2)(7) (7)	Common Stock 2,264

## 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 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)

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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 6,750 restricted stock units ("RSUs"), 2,250 of which vested on each of 12/06/13 and 12/06/14, and 2,250 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 beneficially owned immediately prior to the transaction being reported includes 12.9751 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 138 vested dividend equivalent rights and a de minimus adjustment of 0.4584 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 02/19/13 the reporting person was granted 10,000 RSUs, 3,333 of which vested on each of 02/19/14 and 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 19.2262 dividend equivalent rights being reported reflect 19.2262 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

- (5) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 of which vested on 12/11/14, 3,246 of which vested early on 09/17/15, and 3,242 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 beneficially owned immediately prior to the transaction being reported includes 37.3913 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 111 vested dividend equivalent rights and a de minimus adjustment of 0.3408 due to fractional rounding of the dividend equivalent rights.

- (6) As previously reported, on 05/23/14 the reporting person was granted 12,500 RSUs, 4,166 of which vested 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 48.0598 dividend equivalent rights being reported reflect 48.0598 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

- (7) As previously reported, on 12/10/14 the reporting person was granted 6,692 RSUs, 2,230 of which vested early on 09/17/15, and 2,231 of which will vest on each of 12/10/16 and 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 beneficially owned immediately prior to the transaction being reported includes 38.5908 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 34 vested dividend equivalent rights and a de minimus adjustment of 0.2401 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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