

HEWLETT PACKARD CO
Form 4
November 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hinshaw John M

(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)
11/15/2013

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)
EVP, Technology and Operations

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	11/15/2013		M	18,945	A \$ 25.21	34,124	D
Common Stock	11/15/2013		F	7,121	D \$ 25.21	27,003	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(1)	11/15/2013		M	18,945 (2)	(2) (2)	Common Stock 18,945
Restricted Stock Units	(1)	04/03/2013		A	237,812 (3)	(3) (3)	Common Stock 237,812
Restricted Stock Units	(1)	04/03/2013		A	916,734 (4)	(4) (4)	Common Stock 916,734
Restricted Stock Units	(1)	04/03/2013		A	242,864 (5)	(5) (5)	Common Stock 242,864

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinshaw John M C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, Technology and Operations	

Signatures

/s/ David Ritenour as Attorney-in-Fact for John M. Hinshaw

11/19/2013

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) As previously reported, on 11/15/11 the reporting person was granted 54,000 restricted stock units ("RSUs"), 18,000 of which vested on 11/15/12 and 11/15/13, and 18,000 of which will vest on 11/15/14. 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 216,887 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 207,593 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 244,261 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities

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in column 5 includes 945 vested dividend equivalent rights and a de minimus adjustment of 0.8795.

- (3) As previously reported, on 12/12/11 the reporting person was granted 19,203 restricted stock units ("RSUs"), 6,401 of which vested on 12/12/12, and 6,401 of which will vest on each of 12/12/13 and 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 237.8122 dividend equivalent rights being reported reflect 77.1275 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 73.8225 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 86.8622 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (4) On 12/06/12 the reporting person was granted 49,350 restricted stock units ("RSUs"), 16,450 of which will vest on each of 12/06/13, 12/06/14, and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 916.7343 dividend equivalent rights being reported reflect 297.3163 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 284.5759 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 334.8421 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (5) On 01/16/13 the reporting person was granted 13,074 restricted stock units ("RSUs"), 4,358 of which will vest on each of 01/16/14, 01/16/15, and 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 242.8649 dividend equivalent rights being reported reflect 78.7662 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 75.3910 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 88.7077 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.