

HEWLETT PACKARD CO
Form 4
December 10, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nefkens Michael G

(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)
12/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Enterprise Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2013		M		4,913	A	\$ 27.7	5,494.9435 (1) (2) (3)	D	
Common Stock	12/07/2013		F		2,565	D	\$ 27.7	2,929.9435	D	
Common Stock								55,918 (4)	I	By Michael and Molly Nefkens JTWROS

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

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SEC 1474
(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	(5)	10/02/2013		A	18.0957 (6)	(6) (6)	Common Stock 18.0
Restricted Stock Units	(5)	12/07/2013		M	4,913 (7)	(7) (7)	Common Stock 4,9
Restricted Stock Units	(5)	10/02/2013		A	93.7219 (8)	(8) (8)	Common Stock 93.7
Restricted Stock Units	(5)	10/02/2013		A	413.9693 (9)	(9) (9)	Common Stock 413.9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nefkens Michael G
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, Enterprise Services

Signatures

/s/ David Ritenour as Attorney-in-Fact for Michael G. Nefkens

12/10/2013

**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)

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The total direct beneficial ownership reflects a decrease of 11,229 shares due to the transfer of 11,229 shares into the reporting person's joint trust on 09/27/13.

- (2) The total beneficial ownership includes 1.9452 shares at \$21.0314 per share acquired through dividends paid in shares on 10/03/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 0.0580 shares at \$21.4373 per share received on 10/03/13 through dividends paid in shares.
- (3) The total direct beneficial ownership reflects an increase of 178 shares due to the correction of shares withheld for taxes from 10/22/13.
- (4) The total indirect beneficial ownership reflects an increase of 11,229 shares due to the transfer of 11,229 shares previously reported as being held directly by the reporting person into his joint trust 09/27/13.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

- (6) As previously reported, on 12/10/10 the reporting person was granted 8,000 restricted stock units ("RSUs"), 2,666 of which vested on 12/10/11, 2,667 of which vested on 12/10/12, and 2,667 of which will vest on 12/10/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 18.0957 dividend equivalent rights being reported reflect 18.0957 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (7) As previously reported, on 12/07/11 the reporting person was granted 14,000 restricted stock units ("RSUs"), 4,666 of which vested on 12/07/12 and 4,667 of which vested on 12/07/13, and 4,667 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 63.3316 dividend equivalent rights being reported reflect 63.3316 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 246 vested dividend equivalent rights and a de minimus adjustment of 0.5803 due to fractional rounding of the dividend equivalent rights.

- (8) As previously reported, on 09/19/12 the reporting person was granted 27,625 restricted stock units ("RSUs"), 13,812 of which vested on 09/19/13, and 13,813 of which will vest on 09/19/14. 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 93.7219 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 9 reflects a de minimus adjustment of -0.7219 due to the correction of shares withheld for taxes.

- (9) As previously reported, on 01/16/13 the reporting person was granted 61,012 restricted stock units ("RSUs"), 20,337 of which will vest on each of 01/16/14 and 01/16/15, and 20,338 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 413.9693 dividend equivalent rights being reported reflect 413.9693 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.

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