

HEWLETT PACKARD CO
Form 4
October 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
VEGhte WILLIAM L

(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)
10/16/2014

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 and GM EG

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/16/2014 | | S | 30,000 | D \$ 33.85 (2) | 134,355.5777 (1) | D |
| Common Stock | 10/17/2014 | | S | 20,000 | D \$ 33.93 (3) | 114,355.5777 | D |

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

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number.

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 or Number of Shares |
| Restricted Stock Units | (4) | 10/01/2014 | | A | 84.6958 (5) | (5) | (5) | Common Stock | 84.6958 |
| Restricted Stock Units | (4) | 10/01/2014 | | A | 368.3381 (6) | (6) | (6) | Common Stock | 368.3381 |
| Restricted Stock Units | (4) | 10/01/2014 | | A | 254.6848 (7) | (7) | (7) | Common Stock | 254.6848 |
| Restricted Stock Units | (4) | 10/01/2014 | | A | 308.8486 (8) | (8) | (8) | Common Stock | 308.8486 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| VEGHTE WILLIAM L 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 William L. Veghte

10/20/2014

**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) The total beneficial ownership includes 11.0100 shares at \$34.3252 per share received through dividends paid in shares under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 10/02/14 with respect to shares held under the ESPP.

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(2) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$33.80 to \$33.90. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.

(3) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$33.81 to \$34.042. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.

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

(5) As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which vested on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 84.6958 dividend equivalent rights being reported reflect 84.6958 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(6) As previously reported, on 12/06/12 the reporting person was granted 119,306 RSUs, 39,768 of which vested on 12/06/13, and 39,769 of which will vest on each of 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 368.3381 dividend equivalent rights being reported reflect 368.3381 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(7) As previously reported, on 09/18/13 the reporting person was granted 82,494 RSUs, 27,498 of which vested on 09/18/14, and 27,498 of which will vest on each of 09/18/15 and 09/18/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 254.6848 dividend equivalent rights being reported reflect 254.6848 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(8) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which will vest on 12/11/14, and 22,231 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 308.8486 dividend equivalent rights being reported reflect 308.8486 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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