

HEWLETT PACKARD CO
Form 4
March 24, 2015

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 *
WHITMAN MARGARET C

(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)
03/20/2015

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)
Chairman, President & CEO

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 | | | |
| | | | | Code V | Amount | | | |
| Common Stock | 03/20/2015 | | M | 1,249 | A | \$ 33.28 | 330,213 | D |
| Common Stock | 03/20/2015 | | F | 470 | D | \$ 33.28 | 329,743 | D |
| Common Stock | | | | | | | 66 ⁽¹⁾ | I |
| | | | | | | | | Living Trust |

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

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SEC 1474
(9-02)

displays a currently valid OMB control 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 Number Shares |
| Restricted Stock Units | (2) | 01/07/2015 | | A | 385,345 (3) | (3) (3) | Common Stock 385.3 |
| Restricted Stock Units | (2) | 03/20/2015 | | M | 1,249 (4) | (4) (4) | Common Stock 1,2 |
| Restricted Stock Units | (2) | 01/07/2015 | | A | 387,946 (5) | (5) (5) | Common Stock 387.9 |
| Restricted Stock Units | (2) | 01/07/2015 | | A | 420,397 (6) | (6) (6) | Common Stock 420.3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | X | | Chairman, President & CEO | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Margaret C. Whitman

03/24/2015

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.

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

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(3) As previously reported, on 01/02/13 the reporting person was granted 287,057 restricted stock units ("RSUs"), 95,685 of which vested on 12/06/13, 95,686 of which vested on 12/06/14, and 95,686 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 385.3451 dividend equivalent rights being reported reflect 385.3451 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(4) As previously reported, on 03/20/13 the reporting person was granted 3,616 RSUs, 1,205 of which vested on 03/20/14, 1,205 of which vested on 03/20/15, and 1,206 of which will vest on 03/20/16. 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 9.7095 vested dividend equivalent rights and a de minimus adjustment of 0.3232 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/11/13 the reporting person was granted 144,498 RSUs, 48,166 of which vested on 12/11/14, and 48,166 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 387.9466 dividend equivalent rights being reported reflect 387.9466 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(6) As previously reported, on 12/10/14 the reporting person was granted 104,390 RSUs, 34,796 of which will vest on 12/10/15, and 34,797 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 420.3977 dividend equivalent rights being reported reflect 420.3977 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

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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