

HEWLETT PACKARD CO
Form 4
May 27, 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 *
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)
05/23/2015

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 below) ___ Other (specify below)
SVP, Controller & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 05/23/2015 | | M | 4,244 | A \$ 34.76 | 4,244 | D |
| Common Stock | 05/23/2015 | | F | 1,596 | D \$ 34.76 | 2,648 | D |

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

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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) | 04/01/2015 | | A | 11.5053 (2) | (2) (2) | Common Stock 11.5053 |
| Restricted Stock Units | (1) | 04/01/2015 | | A | 17.0483 (3) | (3) (3) | Common Stock 17.0483 |
| Restricted Stock Units | (1) | 04/01/2015 | | A | 33.1556 (4) | (4) (4) | Common Stock 33.1556 |
| Restricted Stock Units | (1) | 05/23/2015 | | M | 4,244 (5) | (5) (5) | Common Stock 4,244 |
| Restricted Stock Units | (1) | 04/01/2015 | | A | 34.2192 (6) | (6) (6) | Common Stock 34.2192 |

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
Date: 05/27/2015

**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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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 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 11.5053 dividend equivalent rights being reported reflect 11.5053 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

(3) 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 17.0483 dividend equivalent rights being reported reflect 17.0483 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

(4) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 of which vested on 12/11/14, and 3,242 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 33.1556 dividend equivalent rights being reported reflect 33.1556 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

(5) 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 63.9182 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15. The number of derivative securities in column 5 includes 78 vested dividend equivalent rights and a de minimus adjustment of 0.8230 due to fractional rounding of the dividend equivalent rights.

(6) As previously reported, on 12/10/14 the reporting person was granted 6,692 RSUs, 2,230 of which will vest on 12/10/15, 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 34.2192 dividend equivalent rights being reported reflect 34.2192 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

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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