

HEWLETT PACKARD CO

Form 4

October 23, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Morgenfeld Todd R

(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)

10/22/2014

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 ____ Other (specify
below) below)
SVP, CDCA and Treasurer

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)
Common Stock	10/22/2014		M	43,125	A \$ 26.31 59,970	D	
Common Stock	10/22/2014		S	43,125 (1)	D \$ 34.5804 16,845 (2)	D	
Common Stock	10/22/2014		S	16,845 (1)	D \$ 34.6443 0 (3)	D	

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

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(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 a Underlyi (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 26.31	10/22/2014		M			43,125	07/17/2014 ⁽⁴⁾	07/17/2021 ⁽⁵⁾	Comm Stock
Restricted Stock Units	<u>(6)</u>	10/01/2014		A		319.5369 <u>(7)</u>		<u>(7)</u>	<u>(7)</u>	Comm Stock
Restricted Stock Units	<u>(6)</u>	10/01/2014		A		60.9158 <u>(8)</u>		<u>(8)</u>	<u>(8)</u>	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Morgenfeld Todd R C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	SVP, CDCA and Treasurer

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Todd R.
Morgenfeld

10/23/2014

 **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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/16/14.
- (2)

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The price in Column 4 is a weighted average price. The prices actually paid ranged from \$34.52 to \$34.73. 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 \$34.52 to \$34.78. 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) This option became exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

- (7) As previously reported, on 07/17/13 the reporting person was granted 103,500 restricted stock units ("RSUs"), 34,500 of which vested on 07/17/14, and 34,500 of which will vest on each of 07/17/15 and 07/17/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 319.5369 dividend equivalent rights being reported reflect 319.5369 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 13,154 RSUs, 4,384 of which will vest on 12/11/14, and 4,385 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 60.9158 dividend equivalent rights being reported reflect 60.9158 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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