

VEGHTE WILLIAM L
Form 4
May 02, 2013

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

OMB APPROVAL

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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)
04/30/2013

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)
COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/30/2013 | | M | | 13,238 | A | \$ 20.6 |
| Common Stock | 04/30/2013 | | F | | 4,976 | D | \$ 20.6 |
| Common Stock | | | | | 0 (3) | I | |

By
William
Veghte
2012
Annuity
Trust 1
(GRAT)

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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 and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Units | (4) | 04/30/2013 | | M | | (5) (6) | (5) | Common Stock | |
| Restricted Stock Units | (4) | 01/02/2013 | | A | 541.8125 | (7) | (7) | Common Stock | 5 |
| Restricted Stock Units | (4) | 01/02/2013 | | A | 1,767.2712 | (8) | (8) | Common Stock | 1, |

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 | | | COO | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte
Date: 05/02/2013

**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).

The total beneficial ownership includes 10.0169 shares at \$15.2832 per share acquired through dividends paid in shares on 01/02/13 (1) under the HP 2011 Employee Stock Purchase Plan ("ESPP"), and 7.2126 shares at \$22.2791 per share acquired through dividends paid in shares on 04/03/13 with respect to shares held under the ESPP.

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- (2) The total direct beneficial ownership reflects an increase of 96,310 shares due to the transfer of 96,310 shares from the reporting person's 2012 Annuity Trust 1 (GRAT) on 04/10/13.
- (3) The total indirect beneficial ownership reflects a decrease of 96,310 shares due to the transfer of 96,310 shares previously reported as being held indirectly by the reporting person from his 2012 Annuity Trust 1 (GRAT) on 04/10/13.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 08/01/11 the reporting person was granted 50,000 restricted stock units ("RSUs"), 12,500 of which vested on 10/31/11, 25,000 of which vested on 10/31/12, and 12,500 of which vested on 04/30/13. 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 109.8535 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 75.3081 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13. These RSUs vested on 04/30/13, at which time the vested shares were delivered to the reporting person.

- (5) The number of derivative securities in column 5 includes 738 vested dividend equivalent rights and a de minimus adjustment of 0.8384 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which vested on 12/12/12, 18,288 of which will vest on 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 541.8125 dividend equivalent rights being reported reflect 321.4490 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 220.3635 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.

- (7) As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which will vest 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 1,767.2712 dividend equivalent rights being reported reflect 1,048.4948 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; and 718.7764 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13.
- (8)

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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