

HEWLETT PACKARD CO
Form 4
December 03, 2013

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 *
LESJAK CATHERINE A

(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)
11/29/2013

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)
EVP & CFO

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| Common Stock | | | | (A) or (D) | Price | | | | |
| Common Stock | 11/29/2013 | | S ⁽³⁾ | 49,597 ⁽⁴⁾ | D | \$ 27.0778 | 19,351 ⁽²⁾ | I | Morgan Stanley Smith Barney Joint Account with Spouse |
| | | | | | | | 0 ⁽¹⁾ | D | |
| | | | | | | | 306 | I | |

Common
Stock

By
Spouse

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

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SEC 1474
(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | (5) | 01/02/2013 | | A | 2,346.8852 (6) | (6) (6) | Common Stock 2,346.8 |
| Restricted Stock Units | (5) | 01/02/2013 | | A | 1,000.9098 (7) | (7) (7) | Common Stock 1,000.9 |
| Restricted Stock Units | (5) | 01/02/2013 | | A | 2,967.949 (8) | (8) (8) | Common Stock 2,967. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LESJAK CATHERINE A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP & CFO | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Catherine A. Lesjak

12/03/2013

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).

- (1) The total direct beneficial ownership reflects a decrease of 26,712 shares due to the transfer of 26,712 shares into a joint account with the reporting person's spouse on 09/05/13.
- (2) The total indirect beneficial ownership reflects an increase of 26,712 shares due to the transfer of 26,712 shares previously reported as being held directly by the reporting person into a joint account with the reporting person's spouse on 09/05/13.
- (3) The sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2013.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$27.0100 to \$27.2300. 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 sold at each price within the range.

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

As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 2,346.8852 dividend equivalent rights being reported reflect 753.7182 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; 516.6978 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 494.5565 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/12; and 581.9127 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

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 1,000.9098 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; 220.3635 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 210.9206 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/12; and 248.1767 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

As previously reported, on 12/06/12 the reporting person was granted 108,460 restricted stock units ("RSUs"), 36,153 of which will vest on each of 12/06/13 and 12/06/14, and 36,154 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 2,967.9490 dividend equivalent rights being reported reflect 953.1771 dividend equivalent rights at \$15.02 per RSU credited to the reporting person's account on 01/02/13; 653.4331 dividend equivalent rights at \$21.91 per RSU credited to the reporting person's account on 04/03/13; 625.4326 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/12; and 735.9062 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

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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