

HEWLETT PACKARD CO
Form 4
December 10, 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 *
KADIFA ABDO G

(Last) (First) (Middle)
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)
12/06/2013

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, HP Software

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2013		M		28,229	A	\$ 27.7
Common Stock	12/06/2013		F		12,387	D	\$ 27.7
Common Stock							13,503 ⁽³⁾
						I	Kadifa Family Trust

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

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when and as dividends are paid on HP common stock. The 527.1642 dividend equivalent rights being reported reflect 242.1922 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 284.9720 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 82,430 restricted stock units ("RSUs"), 27,476 of which vested on 12/06/13, and 27,477 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 475.3311 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13, and 559.2914 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 753 vested dividend equivalent rights and a de minimus adjustment of 0.3478 due to fractional rounding of the dividend equivalent rights.
- (6)

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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