

HEWLETT PACKARD CO
Form 4
October 21, 2014

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 *
YOUNGJOHNS ROBERT

(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)
10/17/2014

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 below) ___ Other (specify below)
EVP and GM, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/17/2014 | | S | 20,755 | D | \$ 33.9632 0 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 or Number of Shares |
| Restricted Stock Units | (2) | 10/01/2014 | | A | | 192,9586 | | (3) | (3) | Common Stock | 192.9586 |
| Restricted Stock Units | (2) | 10/01/2014 | | A | | 224,2408 | | (4) | (4) | Common Stock | 224.2408 |
| Restricted Stock Units | (2) | 10/01/2014 | | A | | 89,3777 | | (5) | (5) | Common Stock | 89.3777 |
| Restricted Stock Units | (2) | 10/01/2014 | | A | | 134,5065 | | (6) | (6) | Common Stock | 134.5065 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNGJOHNS ROBERT C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP and GM, HP Software | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert Youngjohns 10/21/2014

**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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.96 to \$33.98. Upon request, the
- (1) 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.
 - (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (3) As previously reported, on 09/19/12 the reporting person was granted 125,000 restricted stock units ("RSUs"), 41,666 of which vested on 09/19/13, 41,667 of which vested on 09/19/14, and 41,667 of which will vest on 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 192.9586 dividend equivalent rights being reported reflect 192.9586 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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(4) As previously reported, on 01/16/13 the reporting person was granted 72,633 RSUs, 24,211 of which vested on 01/16/14, and 24,211 of which will vest on each of 01/16/15 and 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 224.2408 dividend equivalent rights being reported reflect 224.2408 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(5) As previously reported, on 12/11/13 the reporting person was granted 19,300 RSUs, 6,433 of which will vest on each of 12/11/14 and 12/11/15, and 6,434 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 89.3777 dividend equivalent rights being reported reflect 89.3777 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

(6) As previously reported, on 07/17/14, the reporting person was granted 29,045 RSUs, 9,681 of which will vest on 07/17/15, and 9,682 of which will vest on each of 07/17/16 and 07/17/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 134.5065 dividend equivalent rights being reported reflect 134.5065 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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