

HEWLETT PACKARD CO
Form 4
November 28, 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 *
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)
11/25/2014

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 & 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/25/2014		A	79,665 ⁽¹⁾	\$ 0	79,665	D
Common Stock	11/25/2014		F	40,670	\$ 37.63	38,995	D
Common Stock						306 ⁽²⁾	I 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)

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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 or Number of Shares
Restricted Stock Units	(3)	07/02/2014		A		(4)	(4)	Common Stock	802.1953
Restricted Stock Units	(3)	07/02/2014		A		(5)	(5)	Common Stock	171.0665
Restricted Stock Units	(3)	07/02/2014		A		(6)	(6)	Common Stock	676.3249
Restricted Stock Units	(3)	07/02/2014		A		(7)	(7)	Common Stock	571.8181

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/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak

11/28/2014

**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) Reflects shares released on 11/25/14 in connection with the vesting of performance-based restricted stock units granted to the reporting person on 12/12/11.

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- (2) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (3) 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 802.1953 dividend equivalent rights being reported reflect 405.0248 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 397.1705 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (5) As previously reported, on 12/12/11 the reporting person was granted 54,865 RSUs, 18,288 of which vested on each of 12/12/12 and 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 171.0665 dividend equivalent rights being reported reflect 86.3707 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 84.6958 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (6) As previously reported, on 12/06/12 the reporting person was granted 108,460 RSUs, 36,153 of which vested on 12/06/13, 36,153 of which will vest on 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 676.3249 dividend equivalent rights being reported reflect 341.4734 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 334.8515 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (7) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 of which will vest on each of 12/11/14, 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 571.8181 dividend equivalent rights being reported reflect 288.7084 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 283.1097 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.