

HEWLETT PACKARD CO
Form 4
September 21, 2015

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 *
WEISLER DION J

(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)
09/17/2015

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, PPSG

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		
				Code	V	Amount	
Common Stock	09/17/2015		M	A	48,244	\$ 27.57	62,131 D
Common Stock	09/17/2015		M	A	23,887	\$ 27.57	86,018 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)

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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	(1)	09/17/2015		M	14,149 (3)	(2)(3) (3)	Common Stock 14,149
Restricted Stock Units	(1)	09/17/2015		M	19,154 (4)	(2)(4) (4)	Common Stock 19,154
Restricted Stock Units	(1)	09/17/2015		M	14,941 (5)	(2)(5) (5)	Common Stock 14,941
Performance Adjusted Restricted Stock Units	(1)	09/17/2015		M	23,887 (6)	(2)(6) (6)	Common Stock 23,887

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISLER DION J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, PPSG	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler
Date: 09/21/2015

__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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (2) On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.
- (3) As previously reported, on 12/06/12 the reporting person was granted 40,000 restricted stock units ("RSUs"), 13,333 of which vested on each of 12/06/13 and 12/06/14, and 13,334 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these

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RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 815 vested dividend equivalent rights and a de minimus adjustment of 0.2254 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 12/11/13 the reporting person was granted 55,577 RSUs, 18,525 of which vested on 12/11/14, 18,526 of which vested early on 09/17/15, and 18,526 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 number of derivative securities in column 5 includes 628 vested dividend equivalent rights and a de minimus adjustment of 0.6529 due to fractional rounding of the dividend equivalent rights.

- (5) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which vested early on 09/17/15, and 14,722 of which will vest on each of 12/10/16 and 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 220 vested dividend equivalent rights and a de minimus adjustment of 0.6169 due to fractional rounding of the dividend equivalent rights.

- (6) As previously reported, on 12/11/13 the reporting person was granted 50,159 performance adjusted restricted stock units ("PARSUs"), 50% of which vested early on 09/17/15, and 50% of which will vest on 12/11/16, in each case subject to certain return on invested capital performance conditions and/or relative total stockholder return conditions being met at the time of vesting. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 861.6509 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.8486 due to fractional rounding of the dividend equivalent rights.

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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