

HEWLETT PACKARD CO
Form 4
October 08, 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 *
Gomez Henry

(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)
10/06/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, CM & CO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 10/06/2014 | | M | | 65,728 | A | \$ 21.3 70,250 |
| Common Stock | 10/06/2014 | | S | | 65,728 | D | \$ 37.02 4,522 (1) |
| Common Stock | 10/06/2014 | | S | | 4,522 | D | \$ 37.02 0 (1) |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 21.3 | 10/06/2014 | | M | 65,728 | 09/26/2014 ⁽²⁾ | 09/26/2021 | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 10/01/2014 | | A | 28,5592 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 10/01/2014 | | A | 100,455 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 10/01/2014 | | A | 65,2272 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | ⁽³⁾ | 10/01/2014 | | A | 128.69 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gomez Henry
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, CM & CO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Henry Gomez

10/08/2014

__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) The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 03/06/14.
- (2) This option became exercisable beginning on this date.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 01/18/12 the reporting person was granted 18,500 restricted stock units ("RSUs"), 6,166 of which vested on 01/18/13, 6,167 of which vested on 01/18/14, and 6,167 of which will vest on 01/18/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 28.5592 dividend equivalent rights being reported reflect 28.5592 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (4) As previously reported, on 12/06/12 the reporting person was granted 32,538 RSUs, 10,846 of which vested on 12/06/13, and 10,846 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 100.4550 dividend equivalent rights being reported reflect 100.4550 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (5) As previously reported, on 09/26/13 the reporting person was granted 21,127 RSUs, 7,042 of which will vest on each of 09/26/14 and 09/26/15, and 7,043 of which will vest on 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 65.2272 dividend equivalent rights being reported reflect 65.2272 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (6) As previously reported, on 12/11/13 the reporting person was granted 27,789 RSUs, 9,263 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 128.6900 dividend equivalent rights being reported reflect 128.6900 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (7)

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.