

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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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 *
Fink Martin

(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
 Officer (give title below) Other (specify below)
EVP, CTO

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	10/17/2014		S		9,285	D	\$ 34.0367 (1)
Common Stock	10/17/2014		M		6,000	A	\$ 23.59
Common Stock	10/17/2014		S		6,000	D	\$ 34.0367 (1)
Common Stock	10/17/2014		M		10,500	A	\$ 28.41

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Common Stock	10/17/2014	S	10,500	D	\$ <u>(1)</u> 34.0367	1,193.552	D
Common Stock	10/17/2014	M	21,909	A	\$ 21.3	23,102.552	D
Common Stock	10/17/2014	S	21,909	D	\$ <u>(1)</u> 34.0367	1,193.552	D

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

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(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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 23.59	10/17/2014		M	6,000	09/27/2012 ⁽³⁾ 09/27/2019 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 28.41	10/17/2014		M	10,500	12/07/2012 ⁽³⁾ 12/07/2019 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 21.3	10/17/2014		M	21,909	09/26/2014 ⁽³⁾ 09/26/2021 ⁽⁴⁾	Common Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	16.2084 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	34.1164 <u>(7)</u>	<u>(7)</u> <u>(7)</u>	Common Stock

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- (8) As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which will vest on each of 11/27/14 and 11/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 231.5485 dividend equivalent rights being reported reflect 231.5485 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (9) As previously reported, on 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which will vest on 12/06/14, and 14,462 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 133.9415 dividend equivalent rights being reported reflect 133.9415 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (10) As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which will vest on 09/26/14, and 2,348 of which will vest on each of 09/26/15 and 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 21.7470 dividend equivalent rights being reported reflect 21.7470 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- (11) As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 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 141.5548 dividend equivalent rights being reported reflect 141.5548 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.