

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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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)
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
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/17/2015		M		72,164	A	\$ 27.57
							73,375.134 (1)
Common Stock	09/17/2015		F		35,956	D	\$ 27.57
							37,419.134
Common Stock	09/17/2015		M		13,138	A	\$ 27.57
							50,557.134
Common Stock	09/17/2015		F		6,856	D	\$ 27.57
							43,701.134
Common Stock	09/17/2015		M		43,384	A	\$ 13.83
							87,085.134

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Common Stock	09/17/2015	S	43,384 (2)	D	\$ 27.7858 (3)	43,701.134	D
Common Stock	09/17/2015	M	41,673	A	\$ 26.99	85,374.134	D
Common Stock	09/17/2015	S	41,673 (2)	D	\$ 27.7858 (3)	43,701.134	D
Common Stock	09/21/2015	S	30,235 (2)	D	\$ 26.25	13,466.134	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 and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 13.83	09/17/2015		M	43,384	12/06/2013 ⁽⁴⁾⁽⁷⁾	12/06/2020 ⁽⁵⁾	Common Stock
Employee Stock Option (right to buy)	\$ 26.99	09/17/2015		M	41,673	12/11/2014 ⁽⁴⁾⁽⁷⁾	12/11/2021 ⁽⁵⁾	Common Stock
Restricted Stock Units	(6)	09/17/2015		M	7,817 (8)	(7)(8)	(8)	Common Stock
Restricted Stock Units	(6)	09/17/2015		M	26,530 (9)	(7)(9)	(9)	Common Stock
Restricted Stock Units	(6)	09/17/2015		M	15,347 (10)	(7)(10)	(10)	Common Stock
Restricted Stock Units	(6)	09/17/2015		M	2,428 (11)	(7)(11)	(11)	Common Stock
	(6)	09/17/2015		M		(7)(12)	(12)	

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- As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which vested on 11/27/14 and 25,000 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 100.6796 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 127.8364 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 144.1678 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 1,530 vested dividend equivalent rights and a de minimus adjustment of 0.3162 due to fractional rounding of the dividend equivalent rights.
- (10) 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 vested on 12/06/14, and 14,462 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 58.2411 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 73.9508 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 83.3982 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 885 vested dividend equivalent rights and a de minimus adjustment of 0.4099 due to fractional rounding of the dividend equivalent rights.
- (11) As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which vested on 09/26/14, and 2,348 of which vested early on 09/17/15, and 2,348 of which will vest on 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 18.9117 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 24.0128 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 27.0805 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 80 vested dividend equivalent rights and a de minimus adjustment of 0.2480 due to fractional rounding of the dividend equivalent rights.
- (12) As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 of which vested on 12/11/14, 10,189 of which vested early on 09/17/15 and 10,189 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 beneficially owned immediately prior to the transaction being reported includes 82.0659 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 104.2020 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 117.5140 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 345 vested dividend equivalent rights and a de minimus adjustment of 0.2181 due to fractional rounding of the dividend equivalent rights.
- (13) As previously reported, on 12/10/14 the reporting person was granted 28,105 RSUs, 9,368 of which vested early on 09/17/15, 9,368 of which will vest on 12/10/16, and 9,369 of which will vest on 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 beneficially owned immediately prior to the transaction being reported includes 113.1840 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 143.7136 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 162.0734 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 140 vested dividend equivalent rights and a de minimus adjustment of 0.0290 due to fractional rounding of the dividend equivalent rights.
- (14) As previously reported, on 12/11/13 the reporting person was granted 27,588 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 473.927 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.0928 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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