

HEWLETT PACKARD CO
Form 4
September 22, 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 *
VEGHTE WILLIAM L

(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)
09/18/2014

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 and GM EG

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/18/2014 | | M | 27,892 A \$ 37.01 | 175,047.5677 (1) | D | |
| Common Stock | 09/18/2014 | | F | 10,703 D \$ 37.01 | 164,344.5677 | 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (2) | 01/02/2014 | | A | 261.3891 (3) | (3) | (3) | Common Stock |
| Restricted Stock Units | (2) | 01/02/2014 | | A | 1,136.7691 (4) | (4) | (4) | Common Stock |
| Restricted Stock Units | (2) | 09/18/2014 | | M | | 1,179.0168 (5) | (5) | Common Stock |
| Restricted Stock Units | (2) | 01/02/2014 | | A | 953.1721 (6) | (6) | (6) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VEGHTE WILLIAM L
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP and GM EG

Signatures

/s/ Katie Colendich as Attorney-in-Fact for William L. Veghte

09/22/2014

__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 total beneficial ownership includes 11.9970 shares at \$28.2971 per share acquired through dividends paid in shares under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 01/03/14, 10.2728 shares at \$33.1683 per share acquired through dividends paid in shares under the ESPP on 04/03/14, and 11.0699 shares at \$34.0248 per share acquired through dividends paid in shares under the ESPP on 07/03/14 with respect to shares held under the ESPP.

(2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(3)

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As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("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 261.3891 dividend equivalent rights being reported reflect 96.0073 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 79.0111 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 86.3707 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (4) As previously reported, on 12/06/12 the reporting person was granted 119,306 RSUs, 39,768 of which vested on 12/06/13, and 39,769 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 1,136.7691 dividend equivalent rights being reported reflect 417.5314 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 343.6155 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 375.6222 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

- (5) As previously reported, on 09/18/13 the reporting person was granted 82,494 RSUs, 27,498 of which vested on 09/18/14, and 27,498 of which will vest on each of 09/18/15 and 09/18/16. 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 433.0488 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 356.3859 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 389.5821 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14. The number of derivative securities in column 5 includes 394 vested dividend equivalent rights and a de minimus adjustment of 0.9832.

- (6) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which will vest on 12/11/14, and 22,231 of which will vest on each of 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 953.1721 dividend equivalent rights being reported reflect 350.0968 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 288.1190 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 314.9563 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

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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