

HEWLETT PACKARD CO
Form 4
May 28, 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 *
YOUNGJOHNS ROBERT

(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)
05/26/2015

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 and GM, HP Software

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	05/26/2015		M			25,253	A	\$ 18.1	44,023	D	
Common Stock	05/26/2015		S			25,253	D	\$ 33.3509 (1)	18,770	D	
Common Stock	05/26/2015		M			72,632	A	\$ 17.21	91,402	D	
Common Stock	05/26/2015		S			72,632	D	\$ 33.3509 (1)	18,770	D	

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Common Stock	05/26/2015		M	19,300	A	\$ 26.99	38,070	D
Common Stock	05/26/2015		S	19,300	D	\$ <u>(1)</u>	18,770	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)	\$ 18.1	05/26/2015		M	25,253	09/19/2013 ⁽²⁾ 09/19/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 17.21	05/26/2015		M	72,632	01/16/2014 ⁽²⁾ 01/16/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 26.99	05/26/2015		M	19,300	12/11/2014 ⁽²⁾ 12/11/2021	Common Stock
Restricted Stock Units	<u>(3)</u>	04/01/2015		A	213.0623 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock
Restricted Stock Units	<u>(3)</u>	04/01/2015		A	123.8019 <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock
Restricted Stock Units	<u>(3)</u>	04/01/2015		A	65.7948 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock

Restricted Stock Units	(3)	04/01/2015	A	148,5203 (7)	(7)	(7)	Common Stock
Restricted Stock Units	(3)	04/01/2015	A	164,2442 (8)	(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNGJOHNS ROBERT C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP and GM, HP Software	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert Youngjohns

05/28/2015

__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).
- The price in Column 4 is a weighted average price. The prices actually paid ranged from \$33.28 to \$33.42. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.
- (1) This option became exercisable beginning on this date.
 - (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (3) As previously reported, on 09/19/12 the reporting person was granted 125,000 restricted stock units ("RSUs"), 41,666 of which vested on 09/19/13, 41,667 of which vested on 09/19/14, and 41,667 of which will vest on 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 213.0623 dividend equivalent rights being reported reflect 213.0623 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.
 - (4) As previously reported, on 01/16/13 the reporting person was granted 72,633 RSUs, 24,211 of which vested on each of 01/16/14 and 01/16/15, and 24,211 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 123.8019 dividend equivalent rights being reported reflect 123.8019 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.
 - (5) As previously reported, on 12/11/13 the reporting person was granted 19,300 RSUs, 6,433 of which vested on 12/11/14, 6,433 of which will vest on 12/11/15, and 6,434 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 65.7948 dividend equivalent rights being reported reflect 65.7948 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.
 - (6) As previously reported, on 07/17/14, the reporting person was granted 29,045 RSUs, 9,681 of which will vest on 07/17/15, and 9,682 of which will vest on each of 07/17/16 and 07/17/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 148.5203 dividend equivalent rights being reported reflect 148.5203 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.
 - (7) As previously reported, on 12/10/14 the reporting person was granted 32,120 RSUs, 10,706 of which will vest on 12/10/15, and 10,707 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 164.2442 dividend equivalent rights being reported reflect 164.2442 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.
 - (8)

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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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