

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 *
Nefkens Michael G

(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, Enterprise Services

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 09/17/2015 | | M | | 40,183 | A | \$ 27.57 | 40,595.186 (1) (2) | D | |
| Common Stock | 09/17/2015 | | F | | 20,971 | D | \$ 27.57 | 19,624.186 | D | |
| Common Stock | 09/17/2015 | | M | | 22,932 | A | \$ 27.57 | 42,556.186 | D | |
| Common Stock | 09/17/2015 | | F | | 11,966 | D | \$ 27.57 | 30,590.186 | D | |
| Common Stock | | | | | | | | 88,243 (3) | I | By Michael |

Nefkens
Trust
02/27/09

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 Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Units | (4) | 04/01/2015 | | A | 221,280 | (6) | (5)(6) | (6) | Common Stock |
| Restricted Stock Units | (4) | 09/17/2015 | | M | | 18,388 | (5)(7) | (7) | Common Stock |
| Restricted Stock Units | (4) | 09/17/2015 | | M | | 8,212 | (5)(8) | (8) | Common Stock |
| Restricted Stock Units | (4) | 09/17/2015 | | M | | 13,583 | (5)(9) | (9) | Common Stock |
| Performance Adjusted Restricted Stock Units | (4) | 09/17/2015 | | M | | 22,932 | (5)(10) | (10) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nefkens Michael G
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, Enterprise Services

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Michael G.
Nefkens

09/21/2015

__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).

(1) The total beneficial ownership includes 1.4566 shares at \$31.6153 per share acquired through dividends paid in shares on 04/02/15 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP, and a de minimus adjustment of 0.0036 due to fractional rounding of the dividends paid in shares under the ESPP. The total beneficial ownership also includes the acquisition of 0.0380 shares at \$31.7498 per share received on 04/01/15 through dividends paid in shares, and 0.04300 shares at \$30.23 per share received on 07/01/15 through dividends paid in shares.

(2) The total direct beneficial ownership reflects a decrease of 28,698 shares due to the transfer of 28,698 shares previously reported as being held directly by the reporting person into his trust on 03/06/15.

(3) The total indirect beneficial ownership reflects an increase of 28,698 shares due to the transfer of 28,698 shares previously reported as being held directly by the reporting person into his trust on 03/06/15.

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

(5) On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

(6) As previously reported, on 01/16/13 the reporting person was granted 61,012 restricted stock units ("RSUs"), 20,337 of which vested on 01/16/14 and 01/16/15, and 20,338 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 221,2808 dividend equivalent rights being reported reflect 103,9974 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 117,2834 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(7) As previously reported, on 12/11/13 the reporting person was granted 53,354 RSUs, 17,784 of which vested on 12/11/14, 17,785 of which vested early on 09/17/15, and 17,785 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 181,8856 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 205,1219 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 603 vested dividend equivalent rights and a de minimus adjustment of 0.7456 due to fractional rounding of the dividend equivalent rights.

(8) As previously reported, on 12/11/13 the reporting person was granted 15,886 RSUs, 7,943 of which vested on 12/11/14 and 7,943 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 40,6162 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 45,8050 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 269 vested dividend equivalent rights and a de minimus adjustment of 0.5909 due to fractional rounding of the dividend equivalent rights.

(9) As previously reported, on 12/10/14 the reporting person was granted 40,150 RSUs, 13,383 of which vested early on 09/17/15, 13,383 of which will vest on 12/10/16, and 13,384 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 205,3052 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 231,5334 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 200 vested dividend equivalent rights and a de minimus adjustment of 0.4700 due to fractional rounding of the dividend equivalent rights.

(10) As previously reported, on 12/11/13 the reporting person was granted 48,153 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 827,7972 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.5835 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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