

HEWLETT PACKARD CO

Form 4

September 21, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULTZ JOHN F

(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
__X__ Officer (give title ____ Other (specify
below) below)

EVP, GC & SEC

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 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)
Common Stock	09/17/2015		M	42,662 A	\$ 27.57	74,159.785 (1)	D
Common Stock	09/17/2015		F	17,856 D	\$ 27.57	56,303.785	D
Common Stock	09/17/2015		M	14,333 A	\$ 27.57	70,636.785	D
Common Stock	09/17/2015		F	7,479 D	\$ 27.57	63,157.785	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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	09/17/2015		M		23,019 (4)		(3)(4)	(4)	Common Stock	23,019
Restricted Stock Units	(2)	09/17/2015		M		11,492 (5)		(3)(5)	(5)	Common Stock	11,492
Restricted Stock Units	(2)	09/17/2015		M		8,151 (6)		(3)(6)	(6)	Common Stock	8,151
Performance Adjusted Restricted Stock Units	(2)	09/17/2015		M		14,333 (7)		(3)(7)	(7)	Common Stock	14,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULTZ JOHN F
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, GC & SEC

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John F.
Schultz

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 a de minimus adjustment of 0.0015 due to fractional rounding of the dividends paid in shares acquired under the HP 2011 Employee Stock Ownership Plan ("ESPP") on 07/31/15 with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 3.1250 shares at \$30.2349 per share received on 07/01/15 through dividends paid in shares.

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

(3) 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.

(4) As previously reported, on 12/06/12 the reporting person was granted 65,076 restricted stock units ("RSUs"), 21,692 of which vested on each of 12/06/13 and 12/06/14, and 21,692 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 125.0915 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 1,327 vested dividend equivalent rights and a de minimus adjustment of 0.6297 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/11/13 the reporting person was granted 33,346 RSUs, 11,115 of which vested on 12/11/14, 11,115 of which vested early on 09/17/15, and 11,116 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 128.1997 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 377 vested dividend equivalent rights and a de minimus adjustment of 0.5948 due to fractional rounding of the dividend equivalent rights.

(6) As previously reported, on 12/10/14 the reporting person was granted 24,090 RSUs, 8,030 of which vested early on 09/17/15, and 8,030 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 138.9201 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 121 vested dividend equivalent rights and a de minimus adjustment of 0.8819 due to fractional rounding of the dividend equivalent rights.

(7) As previously reported, on 12/11/13 the reporting person was granted 30,096 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 517.0111 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.7377 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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