

HEWLETT PACKARD CO

Form 4

June 09, 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

OMB
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(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)

06/04/2015

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/04/2015 | | S | | 17,255 | D | \$ 33.4881 (2) | 65,312.9417 (1) | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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| 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 | (3) | 04/01/2015 | | A | | 203.357 (4) | | (4) | (4) | Common Stock | 203.357 |
| Restricted Stock Units | (3) | 04/01/2015 | | A | | 281.2196 (5) | | (5) | (5) | Common Stock | 281.2196 |
| Restricted Stock Units | (3) | 04/01/2015 | | A | | 227.3544 (6) | | (6) | (6) | Common Stock | 227.3544 |

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

06/09/2015

**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 total beneficial ownership includes 9.3360 shares at \$40.6161 per share acquired through dividends paid in shares under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 01/08/15, and 12.0280 shares at \$31.62 per share acquired through dividends paid in shares under the ESPP on 04/02/15 with respect to shares held under the ESPP.

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$33.4757 to \$33.5051. 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.

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

As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which vested on 12/06/13, 39,769 of which vested on 12/06/14, and 39,769 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 203.3570 dividend equivalent rights being reported reflect 203.3570 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

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(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 281.2196 dividend equivalent rights being reported reflect 281.2196 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

(6) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which vested 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 as as dividends are paid on HP common stock. The 227.3544 dividend equivalent rights being reported reflect 227.3544 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

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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