

HEWLETT PACKARD CO  
Form 4  
October 23, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Morgensfeld Todd R

(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)

10/22/2014

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)  
SVP, CDCA and Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----------------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V | Amount or Price             |   |  |                                   |
| Common Stock                    | 10/22/2014                           |  | M                              |   |   | 43,125 A \$ 26.31           | 59,970  | D  |                                   |
| Common Stock                    | 10/22/2014                           |  | S                              |   |   | 43,125 (1) D \$ 34.5804 (2) | 16,845  | D  |                                   |
| Common Stock                    | 10/22/2014                           |  | S                              |   |   | 16,845 (1) D \$ 34.6443 (3) | 0   | 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 number.

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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                      |
| Employee Stock Option (right to buy)       | \$ 26.31   | 10/22/2014                           |  | M                              | 43,125  | 07/17/2014 <sup>(4)</sup> 07/17/2021 <sup>(5)</sup>      | Common Stock                               |
| Restricted Stock Units                     | <u>(6)</u>   | 10/01/2014                           |  | A                              | 319,5369 <sup>(7)</sup>   | <sup>(7)</sup> <sup>(7)</sup>                            | Common Stock                               |
| Restricted Stock Units                     | <u>(6)</u>   | 10/01/2014                           |  | A                              | 60,9158 <sup>(8)</sup>  | <sup>(8)</sup> <sup>(8)</sup>                            | Common Stock                               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Morgenfeld Todd R<br>C/O HEWLETT-PACKARD COMPANY<br>3000 HANOVER STREET<br>PALO ALTO, CA 94304 |               |           | SVP, CDCA and Treasurer |       |

## Signatures

/s/ Katie Colendich as Attorney-in-Fact for Todd R. Morgenfeld

10/23/2014

        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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/16/14.
- (2)

## Edgar Filing: HEWLETT PACKARD CO - Form 4

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$34.52 to \$34.73. 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) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$34.52 to \$34.78. 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.
- (4) This option became exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

- (7) As previously reported, on 07/17/13 the reporting person was granted 103,500 restricted stock units ("RSUs"), 34,500 of which vested on 07/17/14, and 34,500 of which will vest on each of 07/17/15 and 07/17/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 319.5369 dividend equivalent rights being reported reflect 319.5369 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (8) As previously reported, on 12/11/13 the reporting person was granted 13,154 RSUs, 4,384 of which will vest on 12/11/14, and 4,385 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 60.9158 dividend equivalent rights being reported reflect 60.9158 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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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