### HEWLETT PACKARD CO

Form 4

December 10, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ricci Jeff T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(State)

(Middle)

(Zin)

HEWLETT PACKARD CO [HPQ] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

12/06/2013

Director 10% Owner Other (specify \_X\_\_ Officer (give title below)

VP, Controller & PAO

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER **STREET** 

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PALO ALTO, CA 94304

| (City)                               | (State) (A                           | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |                  |            |  |  | ly Owned  |
|--------------------------------------|--------------------------------------|--|---|---|------------------|------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                      |                                      |  | Code V                                  | Amount  | (A)<br>or<br>(D) | Price      | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |
| Common<br>Stock                      | 12/06/2013                           |  | M                                       | 2,312   | A                | \$<br>27.7 | 5,919  | D  |   |
| Common<br>Stock                      | 12/06/2013                           |  | F                                       | 870   | D                | \$<br>27.7 | 5,049  | D  |   |
| Common<br>Stock                      | 12/07/2013                           |  | M                                       | 1,580   | A                | \$<br>27.7 | 6,629  | D  |   |
| Common<br>Stock                      | 12/07/2013                           |  | F                                       | 595   | D                | \$<br>27.7 | 6,034  | D  |   |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration I<br>(Month/Day | Pate               | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Properties Securification (Institute of Securification) |
|---|---|---|---|--|---|--|--------------------|---|--|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                        | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 12/07/2013                              |   | M                                      | 1,580<br>(2)  | (2)  | (2)                | Common<br>Stock   | 1,580                                  |  |
| Restricted<br>Stock<br>Units                        | (1)   | 12/06/2013                              |   | M                                      | 2,312<br>(3)  | (3)  | (3)                | Common<br>Stock   | 2,312                                  |  |

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ricci Jeff T C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304

VP, Controller & PAO

## **Signatures**

/s/ David Ritenour as Attorney-in-Fact for Jeff T.
Ricci 12/10/2013

\*\*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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (2) As previously reported, on 12/07/11 the reporting person was granted 4,500 restricted stock units ("RSUs"), 1,500 of which vested on 12/07/12 and 12/07/13, and 1,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and

Reporting Owners 2

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as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 80 vested dividend equivalent rights and a deminimus adjustment of 0.9068 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/06/12 the reporting person was granted 6,750 restricted stock units ("RSUs"), 2,250 of which vested on 12/06/13, and 2,250 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 62 vested dividend equivalent rights and a deminimus adjustment of 0.2899 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.