HEWLETT PACKARD CO

Form 4

December 13, 2013

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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 * Nefkens Michael G

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

(Check all applicable)

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

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 12/11/2013

Director 10% Owner X_ Officer (give title Other (specify below)

EVP, Enterprise Services

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94304

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

4,286.9435

D (1)

Common Stock

Common

Stock

and Molly 55,918 (1) Ι Nefkens

JTWROS

By Michael

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

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number.

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and 2 Underlying S (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)		12/11/2013		A	218,214	12/11/2014(2)	12/11/2021(3)	Common Stock
Performance Adjusted Restricted Stock Units	<u>(4)</u>	12/11/2013		A	48,153 (5)	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>	12/11/2013		A	53,354 (6)	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>	12/11/2013		A	15,886 (7)	<u>(7)</u>	<u>(7)</u>	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/ David Ritenour as Attorney-in-Fact for Michael G.
Nefkens

12/13/2013

**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) There is no reportable change since the last filing. This is a reiteration of holdings only.
- This option will vest 33.3% on each of the first three anniversaries of the grant date, in each case subject to the satisfaction of certain (2) stock price performance or relative total stockholder return conditions being met prior to the end of the seventh fiscal year following the grant date.

Reporting Owners 2

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- (3) This option is no longer exercisable beginning on this date.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- On 12/11/13 the reporting person was granted 48,153 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/11/15 and 12/11/16, in each case subject to certain return on invested capital performance conditions and/or relative total
- (5) 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.
- On 12/11/13 the reporting person was granted 53,354 restricted stock units ("RSUs"), 17,784 of which will vest on 12/11/14, and 17,785 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.
- (7) On 12/11/13 the reporting person was granted 15,886 restricted stock units ("RSUs"), 7,943 of which will vest on each of 12/11/14 and 12/11/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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.