#### HEWLETT PACKARD CO

Form 4

October 21, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Fink Martin

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

HEWLETT PACKARD CO [HPQ]

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)

10/17/2014

Director \_X\_\_ Officer (give title below)

10% Owner Other (specify

below) EVP, CTO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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	10/17/2014		S	9,285	D	\$ 34.0367 (1)	1,193.552 (2)	D	
Common Stock	10/17/2014		M	6,000	A	\$ 23.59	7,193.552	D	
Common Stock	10/17/2014		S	6,000	D	\$ 34.0367 (1)	1,193.552	D	
Common Stock	10/17/2014		M	10,500	A	\$ 28.41	11,693.552	D	

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Common Stock	10/17/2014	S	10,500	D	\$ 34.0367 (1)	1,193.552	D
Common Stock	10/17/2014	M	21,909	A	\$ 21.3	23,102.552	D
Common Stock	10/17/2014	S	21,909	D	\$ 34.0367 (1)	1,193.552	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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 23.59	10/17/2014		M	(* -)	6,000	09/27/2012(3)	09/27/2019(4)	Comm Stocl
Employee Stock Option (right to buy)	\$ 28.41	10/17/2014		M		10,500	12/07/2012(3)	12/07/2019(4)	Comm Stocl
Employee Stock Option (right to buy)	\$ 21.3	10/17/2014		M		21,909	09/26/2014(3)	09/26/2021(4)	Comm Stocl
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	16.2084 (6)		<u>(6)</u>	<u>(6)</u>	Comm Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014		A	34.1164 (7)		<u>(7)</u>	<u>(7)</u>	Comm Stock

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Restricted Stock Units	<u>(5)</u>	10/01/2014	A	231.5485 (8)	<u>(8)</u>	(8)	Comm Stocl
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	133.9415 (9)	<u>(9)</u>	<u>(9)</u>	Comm Stock
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	21.747 (10)	(10)	(10)	Comm Stocl
Restricted Stock Units	<u>(5)</u>	10/01/2014	A	141.5548	(11)	<u>(11)</u>	Comm Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Fink Martin

C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET

PALO ALTO, CA 94304

## **Signatures**

/s/ Katie Colendich as Attorney-in-Fact for
Martin Fink
10/21/2014

\*\*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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$34.0300 to \$34.0550. 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 sold at each price within the range.
- (2) The total beneficial ownership also includes the acquisition of 5.3320 shares at \$35.0956 per share received on 10/01/14 through dividends paid in shares.
- (3) This option became exercisable beginning on this date.
- (4) This option is no longer exercisable beginning on this date.
- (5) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 12/07/11 the reporting person was granted 10,500 Restricted Stock Units ("RSUs"), 3,500 of which vested on each of 12/07/12 and 12/07/13, and 3,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 16.2084 dividend equivalent rights being reported reflect 16.2084 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- As previously reported, on 09/19/12 the reporting person was granted 22,100 RSUs, 7,366 of which vested on 09/19/13, 7,367 of which vested on 09/19/14, and 7,367 of which will vest on 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 34.1164 dividend equivalent rights being reported reflect 34.1164 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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- As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which will vest on each of 11/27/14 and 11/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 231.5485 dividend equivalent rights being reported reflect 231.5485 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- As previously reported, on 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which will vest on 12/06/14, and 14,462 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 133.9415 dividend equivalent rights being reported reflect 133.9415 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which will vest on 09/26/14, and 2,348 of which will vest on each of 09/26/15 and 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 21.7470 dividend equivalent rights being reported reflect 21.7470 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
- As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 of which will vest on each of 12/11/14, 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 141.5548 dividend equivalent rights being reported reflect 141.5548 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. 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.