

HEWLETT PACKARD CO
Form 4
May 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
SCHULTZ JOHN F

(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)
05/16/2014

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)
EVP, GC & SEC

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/16/2014		M	4,210	\$ 32.52	(1)	D
Common Stock	05/16/2014		F	1,583	\$ 32.52		D

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

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SEC 1474 (9-02)

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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 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 Number Shares
Restricted Stock Units	(2)	04/02/2014		A	21.6007	(3) (3)	Common Stock 21.6
Restricted Stock Units	(2)	05/16/2014		M	4,210	(4) (4)	Common Stock 4,2
Restricted Stock Units	(2)	04/02/2014		A	187.4251	(5) (5)	Common Stock 187.4
Restricted Stock Units	(2)	04/02/2014		A	144.0595	(6) (6)	Common Stock 144.0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ JOHN F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, GC & SEC	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John F. Schultz 05/20/2014

__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 total beneficial ownership includes 6.9995 shares at \$33.1683 per share acquired through dividends paid in shares on 04/03/14 under the HP 2011 Employee Stock Purchase Plan ("ESPP"), and 230.8495 shares at \$31.4070 per share acquired on 04/30/14 under the ESPP. The total beneficial ownership also includes the acquisition of 2.2630 shares at \$33.4488 per share received on 04/02/14 through dividends paid in shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (3)

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As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which vested on each of 12/07/12 and 12/07/13, and 5,000 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 21.6007 dividend equivalent rights being reported reflect 21.6007 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (4) As previously reported, on 05/16/12 the reporting person was granted 12,000 RSUs, 4,000 of which vested on each of 05/16/13 and 05/16/14, and 4,000 of which will vest on 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 34.5611 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14. The number of derivative securities in column 5 includes 210 vested dividend equivalent rights and a de minimus adjustment of 0.0309.

- (5) As previously reported, on 12/06/12 the reporting person was granted 65,076 RSUs, 21,692 of which vested on 12/06/13, and 21,692 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 187.4251 dividend equivalent rights being reported reflect 187.4251 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (6) As previously reported, on 12/11/13 the reporting person was granted 33,346 RSUs, 11,115 of which will vest on each of 12/11/14 and 12/11/15, and 11,116 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 144.0595 dividend equivalent rights being reported reflect 144.0595 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

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.