

HEWLETT PACKARD CO
Form 4
December 15, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SCHULTZ JOHN F

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, GC & SEC

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/11/2014		M		45,461 A \$ 26.99	76,700.7242	D
Common Stock	12/11/2014		S		45,461 (1) D \$ 37.6289 (2)	31,239.7242	D
Common Stock	12/11/2014		M		11,326 A \$ 38.47	42,565.7242	D
Common Stock	12/11/2014		F		5,911 D \$ 38.47	36,654.7242	D

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

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(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 and Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 26.99	12/11/2014		M	45,461	12/11/2014 ⁽³⁾ 12/11/2021 ⁽⁴⁾	Common Stock 45
Restricted Stock Units	<u>(5)</u>	12/11/2014		M	11,326 <u>(6)</u>	<u>(6)</u> <u>(6)</u>	Common Stock 11

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 12/15/2014

**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 sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/04/14.

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- The price in Column 4 is a weighted average price. The prices actually paid ranged from \$37.34 to \$37.84. 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.
- (2) 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) 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 12/11/13 the reporting person was granted 33,346 restricted stock units ("RSUs"), 11,115 of which vested on 12/11/14, 11,115 of which will vest on 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 number of derivative securities in column 5 includes 211 vested dividend equivalent rights and a de minimus adjustment of 0.9896 due to fractional rounding of the dividend equivalent rights.
- (6) As previously reported, on 12/11/13 the reporting person was granted 33,346 restricted stock units ("RSUs"), 11,115 of which vested on 12/11/14, 11,115 of which will vest on 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 number of derivative securities in column 5 includes 211 vested dividend equivalent rights and a de minimus adjustment of 0.9896 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.

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