

HEWLETT PACKARD CO

Form 4

May 20, 2014

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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 ____ Other (specify
below) 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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	05/16/2014		M	4,210	A \$ 32.52	35,214.9077 (1)	D
Common Stock	05/16/2014		F	1,583	D \$ 32.52	33,631.9077	D

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

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information contained in this form are not
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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.

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