

HEWLETT PACKARD CO
Form 4
November 28, 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 *
Nefkens Michael G

(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)
11/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Enterprise Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
Common Stock	11/25/2014		A	(A) or (D) Code V Amount Price A 7,624 (3) \$ 0	18,033.4782 (1) (2)	D	
Common Stock	11/25/2014		F	3,979 D \$ 37.63	14,054.4782	D	
Common Stock					59,545 (4)	I	By Michael Nefkens Trust 02/27/09

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	10/01/2014		A	21.6127 (6)	(6)	(6)	Common Stock	21.6127
Restricted Stock Units	(5)	10/01/2014		A	188.3647 (7)	(7)	(7)	Common Stock	188.3647
Restricted Stock Units	(5)	10/01/2014		A	247.0808 (8)	(8)	(8)	Common Stock	247.0808
Restricted Stock Units	(5)	10/01/2014		A	73.5676 (9)	(9)	(9)	Common Stock	73.5676

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/ Katie Colendich as Attorney-in-Fact for Michael G. Nefkens

11/28/2014

**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 total beneficial ownership includes 1.33340 shares at \$34.3252 per share acquired through dividends paid in shares on 10/02/14
- (1) under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 0.0400 shares at \$35.0956 per share received on 10/01/14 through dividends paid in shares.
 - (2) The total direct beneficial ownership reflects a decrease of 6,879 shares due to the transfer of 6,879 shares into a Trust with the reporting person's spouse on 10/01/14.
 - (3) Reflects shares released on 11/25/14 in connection with the vesting of performance-based restricted stock units granted to the reporting person on 12/07/11.
 - (4) The total indirect beneficial ownership reflects an increase of 6,879 shares due to the transfer of 6,879 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 10/01/14.
 - (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 14,000 restricted stock units ("RSUs"), 4,666 of which vested on 12/07/12, 4,667 of which vested on 12/07/13, and 4,667 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 21.6127 dividend equivalent rights being reported reflect 21.6127 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
 - (6) As previously reported, on 01/16/13 the reporting person was granted 61,012 RSUs, 20,337 of which vested on 01/16/14, 20,337 of which will vest on 01/16/15, and 20,338 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 188.3647 dividend equivalent rights being reported reflect 188.3647 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
 - (7) As previously reported, on 12/11/13 the reporting person was granted 53,354 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. The 247.0808 dividend equivalent rights being reported reflect 247.0808 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
 - (8) As previously reported, on 12/11/13 the reporting person was granted 15,886 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. The 73.5676 dividend equivalent rights being reported reflect 73.5676 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.
 - (9)

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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