

HEWLETT PACKARD CO
Form 4
September 21, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Ricci Jeff T

(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)
09/17/2015

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)
SVP, Controller & PAO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	09/17/2015		M	8,005	A \$ 27.57	8,005	D
Common Stock	09/17/2015		F	3,012	D \$ 27.57	4,993	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	(1)	09/17/2015		M		(2)(3) (3)	Common Stock 2,388
Restricted Stock Units	(1)	07/01/2015		A	19,2262 (4)	(4) (4)	Common Stock 19,226
Restricted Stock Units	(1)	09/17/2015		M	3,353 (5)	(2)(5) (5)	Common Stock 3,353
Restricted Stock Units	(1)	07/01/2015		A	48,0598 (6)	(6) (6)	Common Stock 48,059
Restricted Stock Units	(1)	09/17/2015		M	2,264 (7)	(2)(7) (7)	Common Stock 2,264

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ricci Jeff T
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

SVP, Controller & PAO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Jeff T. Ricci

09/21/2015

**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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(2)

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On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

(3) As previously reported, on 12/06/12 the reporting person was granted 6,750 restricted stock units ("RSUs"), 2,250 of which vested on each of 12/06/13 and 12/06/14, and 2,250 of which vested early on 09/17/15. 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 12.9751 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 138 vested dividend equivalent rights and a de minimus adjustment of 0.4584 due to fractional rounding of the dividend equivalent rights.

(4) As previously reported, on 02/19/13 the reporting person was granted 10,000 RSUs, 3,333 of which vested on each of 02/19/14 and 02/19/15, and 3,334 of which will vest on 02/19/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 19.2262 dividend equivalent rights being reported reflect 19.2262 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(5) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 of which vested on 12/11/14, 3,246 of which vested early on 09/17/15, and 3,242 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 beneficially owned immediately prior to the transaction being reported includes 37.3913 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 111 vested dividend equivalent rights and a de minimus adjustment of 0.3408 due to fractional rounding of the dividend equivalent rights.

(6) As previously reported, on 05/23/14 the reporting person was granted 12,500 RSUs, 4,166 of which vested on 05/23/15, and 4,167 of which will vest on each of 05/23/16 and 05/23/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 48.0598 dividend equivalent rights being reported reflect 48.0598 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

(7) As previously reported, on 12/10/14 the reporting person was granted 6,692 RSUs, 2,230 of which vested early on 09/17/15, and 2,231 of which will vest on each of 12/10/16 and 12/10/17. 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 38.5908 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 34 vested dividend equivalent rights and a de minimus adjustment of 0.2401 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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