

HEWLETT PACKARD CO
Form 4
January 13, 2015

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 *
VEGhte WILLIAM L

(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)
01/09/2015

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)
EVP and GM EG

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 | 01/09/2015 | | M | 200,000 | A \$ 13.83 | 282,546.5777 | D |
| Common Stock | 01/09/2015 | | S | 200,000 | D \$ 41 | 82,546.5777 | 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 Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 13.83 | 01/09/2015 | | M | 200,000 | 12/06/2014 ⁽²⁾ 12/06/2020 ⁽³⁾ | Common Stock |
| Restricted Stock Units | ⁽⁴⁾ | 01/07/2015 | | A | 160.1571 ⁽⁵⁾ | ⁽⁵⁾ ⁽⁵⁾ | Common Stock |
| Restricted Stock Units | ⁽⁴⁾ | 01/07/2015 | | A | 221.479 ⁽⁶⁾ | ⁽⁶⁾ ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | ⁽⁴⁾ | 01/07/2015 | | A | 179.0566 ⁽⁷⁾ | ⁽⁷⁾ ⁽⁷⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP and GM EG | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for William L. Veghte

01/13/2015

**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) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/03/14.
- (2) This option became exercisable beginning on this date.
- (3) This option is no longer exercisable beginning on this date.

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

As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which vested on 12/06/13, 39,769 of which vested on 12/06/14, and 39,769 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 160.1571 dividend equivalent rights being reported reflect 160.1571 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (5) As previously reported, on 09/18/13 the reporting person was granted 82,494 RSUs, 27,498 of which vested on 09/18/14, and 27,498 of which will vest on each of 09/18/15 and 09/18/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 221.4790 dividend equivalent rights being reported reflect 221.4790 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (6) As previously reported, on 12/11/13 the reporting person was granted 66,692 RSUs, 22,230 of which vested on 12/11/14, and 22,231 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 179.0566 dividend equivalent rights being reported reflect 179.0566 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

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.