

HEWLETT PACKARD CO

Form 4

December 11, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fink Martin

(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)

12/10/2014

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, CTO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/10/2014		M		5,250	A	\$ 28.41	15,470.552	D
Common Stock	12/10/2014		S		5,250 (1)	D	\$ 37.6547 (2)	10,220.552	D
Common Stock	12/10/2014		M		43,384	A	\$ 13.83	53,604.552	D
Common Stock	12/10/2014		S		43,384 (1)	D	\$ 37.6547 (2)	10,220.552	D

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Common Stock	12/10/2014	S	9,027 (1)	D	\$ 37.6547 (2)	1,193.552	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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SEC 1474
(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 Underl (Instr.
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 28.41	12/10/2014		M	5,250	12/07/2012 ⁽³⁾ 12/07/2019 ⁽⁴⁾	Comm Sto
Employee Stock Option (right to buy)	\$ 13.83	12/10/2014		M	43,384	12/06/2013 ⁽³⁾ 12/06/2020 ⁽⁴⁾	Comm Sto
Employee Stock Option (right to buy)	\$ 37.36	12/10/2014		A	162,927	12/10/2015 ⁽⁵⁾ 12/10/2022 ⁽⁴⁾	Comm Sto
Performance Adjusted Restricted Stock Units	(6)	12/10/2014		A	24,546 (7)	(7) (7)	Comm Sto
Restricted Stock Units	(6)	12/10/2014		A	28,105 (8)	(8) (8)	Comm Sto

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fink Martin C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP, CTO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for
Martin Fink

12/11/2014

__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 11/28/14.
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$37.39 to \$37.93. Upon request, the reporting
- (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) This option will vest 33.3% on each of the first three anniversaries of the grant date, in each case subject to the satisfaction of certain stock price performance conditions being met prior to the end of the fourth fiscal year following the grant date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
On 12/10/14 the reporting person was granted 24,546 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/10/16 and 12/10/17, in each case subject to certain return on invested capital performance conditions and/or relative total
- (7) stockholder return conditions being met at the time of vesting. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.
On 12/10/14 the reporting person was granted 28,105 restricted stock units ("RSUs"), 9,368 of which will vest on each of 12/10/15 and
- (8) 12/10/16, and 9,369 of which will vest on 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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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