

HEWLETT PACKARD CO

Form 4

February 21, 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 *
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)

02/19/2014

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)

VP, 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2014		M	3,413 A	\$ 29.45 6,047	D	
Common Stock	02/19/2014		F	1,351 D	\$ 29.45 4,696	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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(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)	01/02/2014		A	7.8742 (2)	(2) (2)	Common Stock 7.8742
Restricted Stock Units	(1)	01/02/2014		A	23.6226 (3)	(3) (3)	Common Stock 23.6226
Restricted Stock Units	(1)	02/19/2014		M	3,413 (4)	(4) (4)	Common Stock 3,413
Restricted Stock Units	(1)	01/02/2014		A	51.0562 (5)	(5) (5)	Common Stock 51.0562

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	VP, Controller & PAO

Signatures

/s/ David Ritenour as Attorney-in-Fact for Jeff T. Ricci 02/21/2014

__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) 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 4,500 restricted stock units ("RSUs"), 1,500 of which vested on each of 12/07/12 and 12/07/13, and 1,500 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 7.8742 dividend equivalent rights being reported reflect 7.8742 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

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(3) As previously reported, on 12/06/12 the reporting person was granted 6,750 RSUs, 2,250 of which vested on 12/06/13, and 2,250 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 23.6226 dividend equivalent rights being reported reflect 23.6226 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

(4) As previously reported, on 02/19/13 the reporting person was granted 10,000 RSUs, 3,333 of which vested on 02/19/14, 3,333 of which will vest on 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 52.4946 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14. The number of derivative securities in column 5 includes 80 vested dividend equivalent rights and a de minimus adjustment of 0.7436.

(5) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 of which will vest on each of 12/11/14, 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 51.0562 dividend equivalent rights being reported reflect 51.0562 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

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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