HEWLETT PACKARD CO
Form 4
January 21, 2015

FORM 4

| Check this box | Washington, D.C. 20549 |
| :--- | :---: |
| if no longer | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |
| subject to |  |
| Section 16. | SECURITIES |

Form Form 5 obligations may continue. See Instruction 1(b).

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| (City) | (State) | 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. <br> Transac Code (Instr. 8 <br> Code | 4. Securi ction(A) or D (Instr. 3, <br> V Amount | ies Ac isposed 4 and <br> (A) or (D) | quired <br> of (D) <br> 5) <br> Price | 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 | 01/16/2015 |  | M | 4,540 | A | $\begin{aligned} & \$ \\ & 38.34 \end{aligned}$ | 19,288 | D |  |
| Common Stock | 01/16/2015 |  | F | 1,804 | D | $\begin{aligned} & \$ \\ & 38.34 \end{aligned}$ | 17,484 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02)
required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other

## Hinshaw John M

C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
EVP, Technology and Operations
PALO ALTO, CA 94304

## Signatures

/s/ Katie Colendich as Attorney-in-Fact for John M. Hinshaw

01/21/2015
**Signature of Reporting Person

## 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 12/06/12 the reporting person was granted 49,350 Restricted Stock Units ("RSUs"), 16,450 of which vested on
(2) $12 / 06 / 13,16,450$ of which vested on $12 / 06 / 14$, and 16,450 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 66.2472 dividend equivalent rights being reported reflect 66.2472 dividend equivalent rights at $\$ 39.73$ per RSU credited to the reporting person's account on 01/07/15.
(3)

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As previously reported, on $01 / 16 / 13$ the reporting person was granted 13,074 RSUs, 4,358 of which vested on each of $01 / 16 / 14$ and $01 / 16 / 15$, and 4,358 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 number of derivative securities in column 5 includes 182 vested dividend equivalent rights and a de minimus adjustment of 0.7195 due to fractional rounding of the dividend equivalent rights.

As previously reported, on $12 / 11 / 13$ the reporting person was granted 34,458 RSUs, 11,486 of which vested on $12 / 11 / 14$, and 11,486 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 92.5125 dividend equivalent rights being reported reflect 92.5125 dividend equivalent rights at $\$ 39.73$ per RSU credited to the reporting person's account on 01/07/15.

As previously reported, on $12 / 10 / 14$ the reporting person was granted 24,893 RSUs, 8,297 of which will vest on $12 / 10 / 15$, and 8,298 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 100.2487 dividend equivalent rights being reported reflect 100.2487 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.
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