

HEWLETT PACKARD CO

Form 4

June 29, 2015

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 *
LESJAK CATHERINE A

(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)
06/27/2015

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 & CFO

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 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	06/27/2015		M	93,096	A	\$ 30.53	93,096 D
Common Stock	06/27/2015		F	46,563	D	\$ 30.53	46,533 D
Common Stock						306	I By Spouse

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(1)	06/27/2015		M	93,096 (2)	(2) (2)	Common Stock 93
Restricted Stock Units	(1)	04/01/2015		A	184,8718 (3)	(3) (3)	Common Stock 184
Restricted Stock Units	(1)	04/01/2015		A	208,404 (4)	(4) (4)	Common Stock 208
Restricted Stock Units	(1)	04/01/2015		A	225,8357 (5)	(5) (5)	Common Stock 225

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LESJAK CATHERINE A C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP & CFO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak 06/30/2015

__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) As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which vested on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when

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and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately prior to the transaction being reported includes 438.5503 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15. The number of derivative securities in column 5 includes 7,332 vested dividend equivalent rights and a de minimus adjustment of 0.3352 due to fractional rounding of the dividend equivalent rights.

- (3) As previously reported, on 12/06/12 the reporting person was granted 108,460 RSUs, 36,153 of which vested on each of 12/06/13 and 12/06/14, and 36,154 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 184.8718 dividend equivalent rights being reported reflect 184.8718 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

- (4) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 of which vested on 12/11/14, and 20,378 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 208.4040 dividend equivalent rights being reported reflect 208.4040 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

- (5) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which will vest on 12/10/15, and 14,722 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 225.8357 dividend equivalent rights being reported reflect 225.8357 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15.

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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