

HEWLETT PACKARD CO
Form 4
January 22, 2014

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 *
WEISLER DION J

(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)
01/18/2014

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 below) ___ Other (specify below)
EVP, PPSG

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/18/2014 | | M | | 17,554 | A | | \$ 29.8 |
| | | | | | 31,253 | 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)

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

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| 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 |
| Restricted Stock Units | (1) | 01/18/2014 | | M | | (2) | (2) | Common Stock | 17,554 (2) |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 139,9873 (3) | (3) | (3) | Common Stock | 139,9873 (3) |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 210,141 (4) | (4) | (4) | Common Stock | 210,141 (4) |
| Restricted Stock Units | (1) | 01/02/2014 | | A | 291,7491 (5) | (5) | (5) | Common Stock | 291,7491 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISLER DION J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP, PPSG | |

Signatures

/s/ David Ritenour as Attorney-in-Fact for Dion J. Weisler
Date: 01/22/2014

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.

(2) As previously reported, on 01/18/12 the reporting person was granted 50,000 restricted stock units ("RSUs"), 16,666 of which vested on 01/18/13, 16,667 of which vested on 01/18/14, and 16,667 of which will vest on 01/18/15. 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 174,9854 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 887 vested dividend equivalent rights and a de minimus adjustment of 0.7964 due to fractional rounding of the dividend equivalent rights.

(3) As previously reported, on 12/06/12 the reporting person was granted 40,000 RSUs, 13,333 of which vested on 12/06/13, 13,333 of which will vest on 12/06/14, and 13,334 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and

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as dividends are paid on HP common stock. The 139.9873 dividend equivalent rights being reported reflect 139.9873 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (4) As previously reported, on 08/01/13 the reporting person was granted 40,031 RSUs, 13,343 of which will vest on 08/01/14, and 13,344 of which will vest on each of 08/01/15 and 08/01/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 210.1410 dividend equivalent rights being reported reflect 210.1410 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (5) As previously reported, on 12/11/13 the reporting person was granted 55,577 restricted stock units ("RSUs"), 18,525 of which will vest on 12/11/14, and 18,526 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 291.7491 dividend equivalent rights being reported reflect 291.7491 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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