

HEWLETT PACKARD CO
Form 4
January 21, 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 *
Nefkens Michael G

(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)
01/16/2014

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, Enterprise Services

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	01/16/2014		M	V 20,822 A	\$ 29.56 25,110.3963 <u>(1)</u>	D	
Common Stock	01/16/2014		F	V 7,957 D	\$ 29.56 17,153.3963	D	
Common Stock					0 <u>(2)</u>	I	By Michael and Molly Nefkens JTWROS
Common					55,918 <u>(3)</u>	I	By

Stock

Michael
Nefkens
Trust
02/27/09

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

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(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 and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(4)	01/02/2014		A	24.4992 (5)		(5)	(5)	Common Stock	24.
Restricted Stock Units	(4)	01/02/2014		A	72.5108 (6)		(6)	(6)	Common Stock	72.
Restricted Stock Units	(4)	01/16/2014		M		20,822 (7)	(7)	(7)	Common Stock	20.
Restricted Stock Units	(4)	01/02/2014		A	280.0796 (8)		(8)	(8)	Common Stock	280.
Restricted Stock Units	(4)	01/02/2014		A	83.3929 (9)		(9)	(9)	Common Stock	83.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nefkens Michael G
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, Enterprise Services

Signatures

/s/ David Ritenour as Attorney-in-Fact for Michael G.
Nefkens

01/21/2014

__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) The total beneficial ownership includes 1.4528 shares at \$28.2971 per share acquired through dividends paid in shares on 01/03/14 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP.

(2) The total indirect beneficial ownership reflects a decrease of 55,918 shares due to the transfer of 55,918 shares into the reporting person's trust on 01/09/14.

(3) The total indirect beneficial ownership reflects an increase of 55,918 shares due to the transfer of 55,918 shares previously reported as being held indirectly by the reporting person into his trust on 01/09/14.

(4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(5) As previously reported, on 12/07/11 the reporting person was granted 14,000 restricted stock units ("RSUs"), 4,666 of which vested on 12/07/12, 4,667 of which vested on 12/07/13, and 4,667 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 24.4992 dividend equivalent rights being reported reflect 24.4992 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

(6) As previously reported, on 09/19/12 the reporting person was granted 27,625 RSUs, 13,812 of which vested on 09/19/13, and 13,813 of which will vest on 09/19/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 72.5108 dividend equivalent rights being reported reflect 72.5108 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

(7) As previously reported, on 01/16/13 the reporting person was granted 61,012 RSUs, 20,337 of which vested on 01/16/14, 20,337 of which will vest on 01/16/15, and 20,338 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 beneficially owned immediately prior to the transaction being reported includes 320.2799 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 485 vested dividend equivalent rights and a de minimus adjustment of 0.3505.

(8) As previously reported, on 12/11/13 the reporting person was granted 53,354 RSUs, 17,784 of which will vest on 12/11/14, and 17,785 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 280.0796 dividend equivalent rights being reported reflect 280.0796 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

(9) As previously reported, on 12/11/13 the reporting person was granted 15,886 RSUs, 7,943 of which will vest on each of 12/11/14 and 12/11/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 83.3929 dividend equivalent rights being reported reflect 83.3929 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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