

HEWLETT PACKARD CO
Form 4
May 28, 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 *
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)
05/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | | | (A) or (D) | Price | | |
| Common Stock | 05/23/2014 | | S(2) | 41,357 (3) | \$ 32.6556 | 0 | I |
| | | | | | | 0 (1) | D |
| | | | | | | 306 (1) | I |
| | | | | | | | Morgan Stanley Smith Barney Joint Account with Spouse |

Common
Stock

By
Spouse

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)

| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|----------|-----|--|---|----------------------------|
| | | | | | V | (A) | (D) | | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | 01/02/2014 | | A | | 820.7272 | (5) | (5) | Common Stock | 820.7272 |
| Restricted Stock Units | (4) | 01/02/2014 | | A | | 175.0184 | (6) | (6) | Common Stock | 175.0184 |
| Restricted Stock Units | (4) | 01/02/2014 | | A | | 691.9491 | (7) | (7) | Common Stock | 691.9491 |
| Restricted Stock Units | (4) | 01/02/2014 | | A | | 585.0279 | (8) | (8) | Common Stock | 585.0279 |

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

05/28/2014

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.

(2) The sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2014.

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$32.3600 to \$33.1300. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares sold at each price within the range.

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

As previously reported, on 06/27/11 the reporting person was granted 85,764 restricted stock units ("RSUs") which will vest on 06/27/15 subject to acceleration based on certain stock performance conditions. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 820.7272 dividend equivalent rights being reported reflect 450.2145 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 370.5127 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

(6) As previously reported, on 12/12/11 the reporting person was granted 54,865 RSUs, 18,288 of which vested on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 175.0184 dividend equivalent rights being reported reflect 96.0073 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 79.0111 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

(7) As previously reported, on 12/06/12 the reporting person was granted 108,460 RSUs, 36,153 of which vested on 12/06/13, 36,153 of which will vest on 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 691.9491 dividend equivalent rights being reported reflect 379.5725 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 312.3766 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

(8) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 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 585.0279 dividend equivalent rights being reported reflect 320.9203 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 264.1076 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

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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