

HEWLETT PACKARD CO
Form 4
February 23, 2015

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 *
Ricci Jeff T

(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)
02/19/2015

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)
SVP, Controller & PAO

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/19/2015		M	3,473	A \$ 38.38	3,473	D
Common Stock	02/19/2015		F	1,302	D \$ 38.38	2,171	D

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

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(9-02)

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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)	Date Exercisable	Expiration Date	
Restricted Stock Units	(1)	01/07/2015		A		9,0612 (2)		(2)	(2)	Common Stock 9,0612
Restricted Stock Units	(1)	02/19/2015		M		3,473 (3)		(3)	(3)	Common Stock 3,473
Restricted Stock Units	(1)	01/07/2015		A		26,1123 (4)		(4)	(4)	Common Stock 26,1123
Restricted Stock Units	(1)	01/07/2015		A		50,3398 (5)		(5)	(5)	Common Stock 50,3398
Restricted Stock Units	(1)	01/07/2015		A		26,9499 (6)		(6)	(6)	Common Stock 26,9499

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ricci Jeff T C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			SVP, Controller & PAO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Jeff T. Ricci
02/23/2015

**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)

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As previously reported, on 12/06/12 the reporting person was granted 6,750 restricted stock units ("RSUs"), 2,250 of which vested on each of 12/06/13 and 12/06/14, and 2,250 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 9.0612 dividend equivalent rights being reported reflect 9.0612 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (3) As previously reported, on 02/19/13 the reporting person was granted 10,000 RSUs, 3,333 of which vested on each of 02/19/14 and 02/19/15, and 3,334 of which will vest on 02/19/16. 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 26.8492 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15. The number of derivative securities in column 5 includes 140 vested dividend equivalent rights and a de minimus adjustment of 0.9885 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 12/11/13 the reporting person was granted 9,726 RSUs, 3,242 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 26.1123 dividend equivalent rights being reported reflect 26.1123 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (5) As previously reported, on 05/23/14 the reporting person was granted 12,500 RSUs, 4,166 of which will vest on 05/23/15, and 4,167 of which will vest on each of 05/23/16 and 05/23/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 50.3398 dividend equivalent rights being reported reflect 50.3398 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (6) As previously reported, on 12/10/14 the reporting person was granted 6,692 RSUs, 2,230 of which will vest on 12/10/15, and 2,231 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 26.9499 dividend equivalent rights being reported reflect 26.9499 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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