

HEWLETT PACKARD CO
Form 4
December 10, 2013

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 *
VEGhte WILLIAM L

(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)
12/06/2013

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 and GM EG

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	12/06/2013		M	V	40,857 \$ 27.7 A	(1) 156,999.228	D
Common Stock	12/06/2013		F		19,081 \$ 27.7 D	137,918.228	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	(2)	10/02/2013		A	248,1767 (3)	(3)	(3)	Common Stock	248
Restricted Stock Units	(2)	12/06/2013		M	40,857 (4)	(4)	(4)	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP and GM	EG

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte
 12/10/2013
 **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 16,0617 shares at \$21.0314 per share acquired through dividends paid in shares under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 10/03/13 with respect to shares held under the ESPP.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which vested on 12/12/12, 18,288 of which will vest on 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 248.1767 dividend equivalent rights being reported reflect 248.1767 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.
- (3) As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which vested on 12/06/13, and 39,769 of which will vest on each of 12/06/14 and 12/06/15. 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 809.4968 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 1,089 vested dividend equivalent rights and a de minimus adjustment of 0.2562 due to fractional rounding of the dividend equivalent rights.
- (4) As previously reported, on 12/06/12 the reporting person was granted 119,306 restricted stock units ("RSUs"), 39,768 of which vested on 12/06/13, and 39,769 of which will vest on each of 12/06/14 and 12/06/15. 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 809.4968 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 1,089 vested dividend equivalent rights and a de minimus adjustment of 0.2562 due to fractional rounding of the dividend equivalent rights.

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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