

HEWLETT PACKARD CO
Form 4
April 22, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RUSSO PATRICIA F

(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)
04/20/2015

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)

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) | 11,752 ⁽¹⁾ | D | |
| Common Stock | 07/02/2014 | | A | V | 163.8028 A ⁽²⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: HEWLETT PACKARD CO - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (3) | 07/02/2014 | | A | 101,348 (4) | (4) (4) | Common Stock 101,348 |
| Restricted Stock Units | (3) | 04/20/2015 | | A | 5,238 (5) | (5) (5) | Common Stock 5,238 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RUSSO PATRICIA F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | X | | | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Patricia F. Russo 04/22/2015

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.
The reporting person elected to defer the receipt of common stock until the termination of her service as a member of the HP's Board of Directors. The 163.8028 dividends being reported reflect 41.8276 dividends at \$33.88 per share deferred on 07/02/14; 41.0165 dividends at \$34.55 per share deferred on 10/01/14; 35.6688 dividends at \$39.73 per share deferred on 01/07/15; and 45.2899 dividends at \$31.29 per share deferred on 04/01/15.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
As previously reported, on 04/21/14 the reporting person was granted 5,480 restricted stock units ("RSUs"), all of which will cliff vest on 04/21/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The
- (4) 101.3480 dividends being reported reflect 25.8796 dividends at \$33.88 per share deferred on 07/02/14; 25.3777 dividends at \$34.55 per share deferred on 10/01/14; 22.0690 dividends at \$39.73 per share deferred on 01/07/15; and 28.0217 dividends at \$31.29 per share deferred on 04/01/15.
- (5)

Edgar Filing: HEWLETT PACKARD CO - Form 4

On 04/20/15 the reporting person was granted 5,238 RSUs, all of which will cliff vest on 04/20/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.