

HEWLETT PACKARD CO
Form 4
December 11, 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 *
Fink Martin

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, CTO

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/10/2014		M		5,250	A	\$ 28.41 15,470.552 D
Common Stock	12/10/2014		S		5,250 (1)	D	\$ 37.6547 (2) 10,220.552 D
Common Stock	12/10/2014		M		43,384	A	\$ 13.83 53,604.552 D
Common Stock	12/10/2014		S		43,384 (1)	D	\$ 37.6547 (2) 10,220.552 D

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Common Stock	12/10/2014	S	9,027 <u>(1)</u>	D	\$ 37.6547 <u>(2)</u>	1,193.552	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 28.41	12/10/2014		M		5,250	12/07/2012 ⁽³⁾	12/07/2019 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 13.83	12/10/2014		M		43,384	12/06/2013 ⁽³⁾	12/06/2020 ⁽⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 37.36	12/10/2014		A		162,927	12/10/2015 ⁽⁵⁾	12/10/2022 ⁽⁴⁾	Common Stock
Performance Adjusted Restricted Stock Units	<u>(6)</u>	12/10/2014		A		24,546 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	12/10/2014		A		28,105 <u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fink Martin C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CTO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for
Martin Fink

12/11/2014

__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 sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/28/14.
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$37.39 to \$37.93. Upon request, the reporting
- (2) person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.
- (3) This option became exercisable beginning on this date.
- (4) This option is no longer exercisable beginning on this date.
- (5) This option will vest 33.3% on each of the first three anniversaries of the grant date, in each case subject to the satisfaction of certain stock price performance conditions being met prior to the end of the fourth fiscal year following the grant date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
On 12/10/14 the reporting person was granted 24,546 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/10/16 and 12/10/17, in each case subject to certain return on invested capital performance conditions and/or relative total
- (7) stockholder return conditions being met at the time of vesting. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.
On 12/10/14 the reporting person was granted 28,105 restricted stock units ("RSUs"), 9,368 of which will vest on each of 12/10/15 and
- (8) 12/10/16, and 9,369 of which will vest on 12/10/17. 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.