

HEWLETT PACKARD CO
Form 4
June 04, 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 *
KEOGH TRACY S

(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)
06/02/2015

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)
EVP HR

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/02/2015 | | M | | 3,992 A \$ 27.34 | 85,294 | D |
| Common Stock | 06/02/2015 | | S | | 3,992 D \$ 34.0008 (1) | 81,302 | D |
| Common Stock | 06/03/2015 | | M | | 50,873 A \$ 27.34 | 132,175 | D |
| Common Stock | 06/03/2015 | | S | | 50,873 D \$ 34.0651 (2) | 81,302 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------------------|---------|---|
| Common Stock | 06/03/2015 | M | 113,196 | A | \$ 13.83 | 194,498 | D |
| Common Stock | 06/03/2015 | S | 113,196 | D | \$ 34.0651 (2) | 81,302 | D |
| Common Stock | 06/03/2015 | M | 45,461 | A | \$ 26.99 | 126,763 | D |
| Common Stock | 06/03/2015 | S | 45,461 | D | \$ 34.0651 (2) | 81,302 | D |

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

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(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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 27.34 | 06/02/2015 | | M | 3,992 | 06/20/2014 ⁽³⁾ 12/12/2019 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 27.34 | 06/03/2015 | | M | 50,873 | 06/20/2014 ⁽³⁾ 12/12/2019 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 13.83 | 06/03/2015 | | M | 113,196 | 12/06/2014 ⁽³⁾ 12/06/2020 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 26.99 | 06/03/2015 | | M | 45,461 | 12/11/2014 ⁽³⁾ 12/11/2021 | Common Stock | |

Buy)

| | | | | | | | |
|------------------------|-----|------------|---|-----------------|-----|-----|--------------|
| Restricted Stock Units | (4) | 01/07/2015 | A | 171.8439 (5) | (5) | (5) | Common Stock |
| Restricted Stock Units | (4) | 01/07/2015 | A | 203.2055 (6) | (6) | (6) | Common Stock |
| Restricted Stock Units | (4) | 01/07/2015 | A | 220.198 (7) | (7) | (7) | Common Stock |
| Restricted Stock Units | (4) | 01/07/2015 | A | 489.3258 (8) | (8) | (8) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOGH TRACY S C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | | | EVP HR | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Tracy S. Keogh

06/04/2015

**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) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$34.00 to \$34.0050. 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 purchased at each price within the range.

(2) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$34.00 to \$34.1650. 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 purchased at each price within the range.

(3) The option became exercisable beginning on this date.

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

(5) As previously reported, on 12/06/12 the reporting person was granted 56,400 restricted stock units ("RSUs"), 18,800 of which vested on each of 12/06/13 and 12/06/14, and 18,800 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 171.8439 dividends being reported reflect 75.7110 dividends at \$39.73 per share deferred on 01/07/15; and 96.1329 dividends at \$31.29 per share deferred on 04/01/15.

(6) As previously reported, on 12/11/13 the reporting person was granted 33,346 RSUs, 11,115 of which vested on 12/11/14, 11,115 of which will vest on 12/11/15, and 11,116 of which will vest on 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 203.2055 dividends being reported reflect 89.5283 dividends at \$39.73 per share

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deferred on 01/07/15; and 113,6772 dividends at \$31.29 per share deferred on 04/01/15.

- (7) As previously reported, on 12/10/14 the reporting person was granted 24,090 RSUs, 8,030 of which will vest on each of 12/10/15, 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 220.1980 dividends being reported reflect 97.0149 dividends at \$39.73 per share deferred on 01/07/15; and 123.1831 dividends at \$31.29 per share deferred on 04/01/15.

- (8) As previously reported, on 12/10/14 the reporting person was granted 53,533 RSUs, 13,383 of which will vest on each of 12/10/15, 12/10/16 and 12/10/17, and 13,384 of which will vest on 12/10/18. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 489.3258 dividends being reported reflect 215.5872 dividends at \$39.73 per share deferred on 01/07/15; and 273.7386 dividends at \$31.29 per share deferred on 04/01/15.

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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