

HEWLETT PACKARD CO
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
LESJAK CATHERINE A

(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)
01/15/2015

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 & CFO

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)
			Code	V	Amount or Price		
Common Stock	01/15/2015		M		109,729 A \$ 27.34	109,729 ⁽¹⁾	D
Common Stock	01/15/2015		S		109,729 ₍₃₎ D \$ 38.5549 ₍₄₎	0	D
Common Stock	01/15/2015		M		506,146 A \$ 13.83	506,146	D
Common Stock	01/15/2015		S		506,146 ₍₃₎ D \$ 38.5549 ₍₄₎	0	D

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Common Stock	01/15/2015	M	83,345	A	\$ 26.99	83,345	D	
Common Stock	01/15/2015	S	<u>83,345</u> (3)	D	\$ 38.5549 (4)	0	D	
Common Stock	01/15/2015	S	76,379	D	\$ 38.5549 (4)	0 (2)	I	By Joint Account with Spouse
Common Stock						306 (5)	I	By Spouse

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 Underlying Instrument (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 27.34	01/15/2015		M		109,729	06/20/2014 ⁽⁶⁾ 12/12/2019 ⁽⁷⁾	Common Stock
Employee Stock Option (right to buy)	\$ 13.83	01/15/2015		M		506,146	12/06/2014 ⁽⁶⁾ 12/06/2020 ⁽⁷⁾	Common Stock
Employee Stock Option (right to buy)	\$ 26.99	01/15/2015		M		83,345	12/11/2014 ⁽⁶⁾ 12/11/2021 ⁽⁷⁾	Common Stock
Restricted Stock Units	(8)	01/07/2015		A		345,3874 (9)	(9) (9)	Common Stock

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rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (11) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 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 164.1319 dividend equivalent rights being reported reflect 164.1319 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

- (12) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which will vest on 12/10/15, and 14,722 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 177.8606 dividend equivalent rights being reported reflect 177.8606 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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