

HEWLETT PACKARD CO
Form 4
September 21, 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 *
YOUNGJOHNS ROBERT

(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)
09/17/2015

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 and GM, HP Software

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	(A) or (D)	Price
Common Stock	09/17/2015		M		61,734	A	\$ 27.57
Common Stock	09/17/2015		F		32,216	D	\$ 27.57
Common Stock	09/21/2015		S		8,375 (1)	D	\$ 26.25

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(2)	09/17/2015		M	44,217 (4)	(3)(4) (4)	Common Stock	44,217
Restricted Stock Units	(2)	09/17/2015		M	6,651 (5)	(3)(5) (5)	Common Stock	6,651
Restricted Stock Units	(2)	09/17/2015		M	10,866 (6)	(3)(6) (6)	Common Stock	10,866

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNGJOHNS ROBERT C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP and GM, HP Software	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert Youngjohns

09/21/2015

**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 sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/03/15.

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

(3)

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On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

(4) As previously reported, on 09/19/12 the reporting person was granted 125,000 restricted stock units ("RSUs"), 41,666 of which vested on 09/19/13, 41,667 of which vested on 09/19/14, and 41,667 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 2,550 vested dividend equivalent rights and a de minimus adjustment of 0.8969 due to fractional rounding of the dividend equivalent rights.

(5) As previously reported, on 12/11/13 the reporting person was granted 19,300 RSUs, 6,433 of which vested on 12/11/14, 6,433 of which vested early on 09/17/15, and 6,434 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 number of derivative securities in column 5 includes 218 vested dividend equivalent rights and a de minimus adjustment of 0.1871 due to fractional rounding of the dividend equivalent rights.

(6) As previously reported, on 12/10/14 the reporting person was granted 32,120 RSUs, 10,706 of which vested early on 09/17/15, and 10,707 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 number of derivative securities in column 5 includes 160 vested dividend equivalent rights and a de minimus adjustment of 0.1760 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. 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.