

HEWLETT PACKARD CO
Form 4
January 21, 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 *
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)
01/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP and GM, HP Software

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/16/2015 | | M | 25,217 A \$ 38.34 | 28,351 | D | |
| Common Stock | 01/16/2015 | | F | 9,581 D \$ 38.34 | 18,770 | D | |

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

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SEC 1474 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Restricted Stock Units | (1) | 01/07/2015 | | A | 167,8007 (2) | (2) (2) | Common Stock 167 |
| Restricted Stock Units | (1) | 01/16/2015 | | M | 25,217 (3) | (3) (3) | Common Stock 25 |
| Restricted Stock Units | (1) | 01/07/2015 | | A | 51.8178 (4) | (4) (4) | Common Stock 51. |
| Restricted Stock Units | (1) | 01/07/2015 | | A | 116.9695 (5) | (5) (5) | Common Stock 116 |
| Restricted Stock Units | (1) | 01/07/2015 | | A | 129.3531 (6) | (6) (6) | Common Stock 129 |

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

01/21/2015

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

(2)

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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 will vest on 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 167.8007 dividend equivalent rights being reported reflect 167.8007 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(3) As previously reported, on 01/16/13 the reporting person was granted 72,633 RSUs, 24,211 of which vested on each of 01/16/14 and 01/16/15, and 24,211 of which will vest on 01/16/16. 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 1,006 vested dividend equivalent rights and a de minimus adjustment of 0.8896 due to fractional rounding of the dividend equivalent rights.

(4) 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 will vest on 12/11/15, 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 51.8178 dividend equivalent rights being reported reflect 51.8178 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(5) As previously reported, on 07/17/14, the reporting person was granted 29,045 RSUs, 9,681 of which will vest on 07/17/15, and 9,682 of which will vest on each of 07/17/16 and 07/17/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 116.9695 dividend equivalent rights being reported reflect 116.9695 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(6) As previously reported, on 12/10/14 the reporting person was granted 32,120 RSUs, 10,706 of which will vest on 12/10/15, 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 129.3531 dividend equivalent rights being reported reflect 129.3531 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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