

HEWLETT PACKARD CO
Form 3
March 31, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Fink Martin</p> <p>(Last) (First) (Middle)</p> <p>C/O HEWLETT-PACKARD COMPANY,Â 3000 HANOVER STREET</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94304</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/19/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEWLETT PACKARD CO [HPQ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, CTO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,187.737 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|---------------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 11/27/2007 ⁽¹⁾ | 11/27/2014 ⁽⁵⁾ | Common Stock | 5,000 | \$ 39.035 | D | Â |
| Employee Stock Option (right to buy) | 01/18/2008 ⁽¹⁾ | 01/18/2015 ⁽⁵⁾ | Common Stock | 3,750 | \$ 42.27 | D | Â |
| Employee Stock Option (right to buy) | 09/27/2012 ⁽²⁾ | 09/27/2019 ⁽⁵⁾ | Common Stock | 6,000 | \$ 23.59 | D | Â |
| Employee Stock Option (right to buy) | 12/07/2012 ⁽²⁾ | 12/07/2019 ⁽⁵⁾ | Common Stock | 15,750 | \$ 28.41 | D | Â |
| Employee Stock Option (right to buy) | 12/06/2013 ⁽²⁾ | 12/06/2020 ⁽⁵⁾ | Common Stock | 86,768 | \$ 13.83 | D | Â |
| Employee Stock Option (right to buy) | 09/26/2014 ⁽³⁾ | 09/26/2021 ⁽⁵⁾ | Common Stock | 65,728 | \$ 21.3 | D | Â |
| Employee Stock Option (right to buy) | 12/11/2014 ⁽⁴⁾ | 12/11/2021 ⁽⁵⁾ | Common Stock | 125,018 | \$ 26.99 | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 3,700.3731 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 15,214.3164 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 51,630.6957 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Common Stock | 29,865.8301 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | Common Stock | 7,079.9719 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽¹²⁾ | Â ⁽¹²⁾ | Common Stock | 30,727.4602 | \$ ⁽⁶⁾ | D | Â |
| Performance Restricted Stock Units | Â ⁽¹³⁾ | Â ⁽¹³⁾ | Common Stock | 5,250 | \$ ⁽⁶⁾ | D | Â |
| Performance Adjusted Restricted Stock Units | Â ⁽¹⁴⁾ | Â ⁽¹⁴⁾ | Common Stock | 27,588 | \$ ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fink Martin | Â | Â | Â | Â |

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

03/31/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This option became exercisable in four equal annual installments beginning on this date.

(2) This option will vest one-third on the first anniversary of the grant, one-third on the second anniversary of the grant date, and one-third on the third anniversary of the grant date beginning on this date.

(3) This option will vest one-third on the first anniversary of the grant, one-third on the second anniversary of the grant date, and one-third on the third anniversary of the grant date, in each case subject to the satisfaction of certain stock price performance conditions prior to expiration of the option.

(4) 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 or relative total stockholder return conditions being met prior to the end of the seventh fiscal year following the grant date.

(5) This option is no longer exercisable beginning on this date.

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

(7) On 12/07/11 the reporting person was granted 10,500 Restricted Stock Units ("RSUs"), 3,500 of which vested on each of 12/07/12 and 12/07/13, and 3,500 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported includes 200.3731 dividend equivalent rights accrued but not released since the grant date.

(8) On 09/19/12 the reporting person was granted 22,100 RSUs, 7,366 of which vested on 09/19/13, and 7,367 of which will vest on each of 09/19/14 and 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported includes 480.3164 dividend equivalent rights accrued but not released since the grant date.

(9) On 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which will vest on each of 11/27/14 and 11/27/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported includes 1,630.6957 dividend equivalent rights accrued but not released since the grant date.

(10) On 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which will vest on 12/06/14, and 14,462 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 number of units reported includes 942.8301 dividend equivalent rights accrued but not released since the grant date.

(11) On 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which will vest on 09/26/14, and 2,348 of which will vest on each of 09/26/15 and 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported includes 36.9719 dividend equivalent rights accrued but not released since the grant date.

(12) On 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 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 number of units reported includes 160.4602 dividend equivalent rights accrued but not released since the grant date.

(13) On 12/07/11 the reporting person was granted 5,250 Performance Restricted Stock Units ("PRUs"), 5,250 of which will vest on 10/31/14, subject to satisfaction of certain stock price performance conditions. Dividend equivalent rights accrue with respect to these PRSUs when and as dividends are paid on HP common stock.

(14) On 12/11/13 the reporting person was granted 27,588 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/11/15 and 12/11/16, in each case subject to certain return on invested capital performance conditions and/or relative total 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.

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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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