

HEWLETT PACKARD CO
Form 4
August 26, 2014

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 *
Gomez Henry

(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)
08/22/2014

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, CM & CO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/22/2014		S		14,597	D	\$ 37 <u>(1)</u>
					0		

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

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SEC 1474
(9-02)

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

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	04/02/2014		A		55.7663		(3)	(3)	Common Stock	55.7663
Restricted Stock Units	(2)	04/02/2014		A		196.1541		(4)	(4)	Common Stock	196.1541
Restricted Stock Units	(2)	04/02/2014		A		191.045		(5)	(5)	Common Stock	191.045
Restricted Stock Units	(2)	04/02/2014		A		251.2873		(6)	(6)	Common Stock	251.2873

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gomez Henry C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CM & CO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Henry Gomez 08/26/2014

**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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 03/06/14.
- (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- As previously reported, on 01/18/12 the reporting person was granted 18,500 restricted stock units ("RSUs"), 6,166 of which vested on 01/18/13, 6,167 of which vested on 01/18/14, and 6,167 of which will vest on 01/18/15. Dividend equivalent rights accrue with respect to
- (3) these RSUs when and as dividends are paid on HP common stock. The 55.7663 dividend equivalent rights being reported reflect 26.6423 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 29.1240 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

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(4) As previously reported, on 12/06/12 the reporting person was granted 32,538 RSUs, 10,846 of which vested on 12/06/13, and 10,846 of which will vest on each of 12/06/14 and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 196.1541 dividend equivalent rights being reported reflect 93.7125 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 102.4416 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

(5) As previously reported, on 09/26/13 the reporting person was granted 21,127 RSUs, 7,042 of which will vest on each of 09/26/14 and 09/26/15, and 7,043 of which will vest on 09/26/16. Dividend equivalent rights accrue with respect to these RSUs when as as dividends are paid on HP common stock. The 191.0450 dividend equivalent rights being reported reflect 91.2717 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 99.7733 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

(6) As previously reported, on 12/11/13 the reporting person was granted 27,789 RSUs, 9,263 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 251.2873 dividend equivalent rights being reported reflect 120.0524 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, and 131.2349 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

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.