

HEWLETT PACKARD CO

Form 4

July 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

07/17/2014

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 ____ Other (specify
below) 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)
Common Stock				(A) or (D)	0	D	

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

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information contained in this form are not
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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 A Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 34.43	07/17/2014		A		87,134		07/17/2015 ⁽¹⁾	07/17/2022 ⁽²⁾	Common Stock
Restricted Stock Units	⁽³⁾	07/02/2014		A		393,549 ⁽⁴⁾		⁽⁴⁾	⁽⁴⁾	Common Stock
Restricted Stock Units	⁽³⁾	07/02/2014		A		228,675 ⁽⁵⁾		⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units	⁽³⁾	07/02/2014		A		91,145 ⁽⁶⁾		⁽⁶⁾	⁽⁶⁾	Common Stock
Restricted Stock Units	⁽³⁾	07/17/2014		A		29,045 ⁽⁷⁾		⁽⁷⁾	⁽⁷⁾	Common Stock

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

07/21/2014

⁽¹⁾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) This option will vest 33.3% on each of the first three anniversaries of the grant date..

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

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

(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, and 41,667 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 393.5490 dividend equivalent rights being reported reflect 393.5490 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

(5) As previously reported, on 01/16/13 the Reporting Person was granted 72,633 RSUs, 24,211 of which vested on 01/16/14, and 24,211 of which will vest on each of 01/16/15 and 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 228.6753 dividend equivalent rights being reported reflect 228.6753 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 19,300 RSUs, 6,433 of which will vest on each of 12/11/14 and 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 91.1452 dividend equivalent rights being reported reflect 91.1452 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14.

(7) 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.

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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