

HEWLETT PACKARD CO

Form 4

December 11, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEOGH TRACY S

(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)

12/10/2014

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 HR

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)	60,429 ⁽¹⁾	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
required to respond unless the form
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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 37.36	12/10/2014		A		139,652		12/10/2015 ⁽²⁾	12/10/2022 ⁽³⁾	Common Stock
Performance Adjusted Restricted Stock Units	⁽⁴⁾	12/10/2014		A		21,039 ⁽⁵⁾		⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units	⁽⁴⁾	12/10/2014		A		24,090 ⁽⁶⁾		⁽⁶⁾	⁽⁶⁾	Common Stock
Restricted Stock Units	⁽⁴⁾	12/10/2014		A		53,533 ⁽⁷⁾		⁽⁷⁾	⁽⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOGH TRACY S C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP HR	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Tracy S. Keogh

12/11/2014

 **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) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (2) 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 conditions being met prior to the end of the fourth fiscal year following the grant date.
- (3) This option is no longer exercisable beginning on this date.
- (4) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (5) On 12/10/14 the reporting person was granted 21,039 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/10/16 and 12/10/17, 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

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as dividends are paid on HP common stock.

- On 12/10/14 the reporting person was granted 24,090 restricted stock units ("RSUs"), 8,030 of which will vest on each of 12/10/15, 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.
- (6)

- On 12/10/14 the reporting person was granted 53,533 RSUs, 13,383 of which will vest on each of 12/10/15, 12/10/16 and 12/10/17, and 13,384 of which will vest on 12/10/18. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.
- (7)

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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