

HEWLETT PACKARD CO

Form 4

January 21, 2015

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 *
WEISLER DION J

(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)

01/18/2015

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 ____ Other (specify
below) below)

EVP, PPSG

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/18/2015		M		17,848	A	\$ 38.34	17,848	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Units	<u>(1)</u>	01/18/2015		M			17,848 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock	17,848
Restricted Stock Units	<u>(1)</u>	01/07/2015		A		53.6985 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	53,698.5
Restricted Stock Units	<u>(1)</u>	01/07/2015		A		107.4775 <u>(4)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	107,477.5
Restricted Stock Units	<u>(1)</u>	01/07/2015		A		149.2152 <u>(5)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	149,215.2
Restricted Stock Units	<u>(1)</u>	01/07/2015		A		177.8606 <u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	177,860.6

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEISLER DION J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP, PPSG

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler 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) As previously reported, on 01/18/12 the reporting person was granted 50,000 restricted stock units ("RSUs"), 16,666 of which vested on 01/18/13, and 16,667 of which vested on each of 01/18/14 and 01/18/15. 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 1,181 vested dividend equivalent rights and a de minimus adjustment of 0.9800 due to fractional rounding of the dividend equivalent rights.

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- (3) As previously reported, on 12/06/12 the reporting person was granted 40,000 RSUs, 13,333 of which vested on each of 12/06/13 and 12/06/14, and 13,334 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 53.6985 dividend equivalent rights being reported reflect 53.6985 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (4) As previously reported, on 08/01/13 the reporting person was granted 40,031 RSUs, 13,343 of which vested on 08/01/14, and 13,344 of which will vest on each of 08/01/15 and 08/01/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 107.4775 dividend equivalent rights being reported reflect 107.4775 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.
- (5) As previously reported, on 12/11/13 the reporting person was granted 55,577 RSUs, 18,525 of which vested on 12/11/14, and 18,526 of which will vest on each of 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 149.2152 dividend equivalent rights being reported reflect 149.2152 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 44,165 RSUs, 14,721 of which will vest on 12/10/15, and 14,722 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 177.8606 dividend equivalent rights being reported reflect 177.8606 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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