

HEWLETT PACKARD CO

Form 4

September 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMAN MARGARET C

(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)

09/17/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	09/17/2015		M		185,814	A \$ 27.57	515,557	D	
Common Stock	09/17/2015		F		92,147	D \$ 27.57	423,410	D	
Common Stock	09/17/2015		M		62,104	A \$ 27.57	485,514	D	
Common Stock	09/17/2015		F		32,406	D \$ 27.57	453,108	D	
Common Stock							66 ⁽¹⁾	I	Living Trust

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

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(9-02)

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

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	09/17/2015		M	100,701 (4)	(3)(4) (4)	Common Stock
Restricted Stock Units	(2)	04/01/2015		A	13,121 (5)	(5) (5)	Common Stock
Restricted Stock Units	(2)	09/17/2015		M	49,797 (6)	(3)(6) (6)	Common Stock
Restricted Stock Units	(2)	09/17/2015		M	35,316 (7)	(3)(7) (7)	Common Stock
Performance Adjusted Restricted Stock Units	(2)	09/17/2015		M	62,104 (8)	(3)(8) (8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMAN MARGARET C C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X		President & CEO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Margaret C. Whitman

09/21/2015

__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) There is no reportable change since the last filing. This is a reiteration of holdings only.

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

(3) On 07/29/15 the Issuer announced approved amendments to certain outstanding long-term incentive awards that were originally scheduled to vest between 09/18/15 and 12/31/15, to provide for the accelerated vesting on 09/17/15.

As previously reported, on 01/02/13 the reporting person was granted 287,057 restricted stock units ("RSUs"), 95,685 of which vested on 12/06/13, 95,686 of which vested on 12/06/14, and 95,686 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned

(4) immediately prior to the transaction being reported includes 489.2860 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 551.7934 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 5,015 vested dividend equivalent rights and a de minimus adjustment of 0.5755 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 03/20/13 the reporting person was granted 3,616 RSUs, 1,205 of which vested on 03/20/14, 1,205 of which vested on 03/20/15, and 1,206 of which will vest on 03/20/16. Dividend equivalent rights accrue with respect to these RSUs when and as

(5) dividends are paid on HP common stock. The 13.1215 dividend equivalent rights being reported reflect 6.1668 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 6.9547 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.

As previously reported, on 12/11/13 the reporting person was granted 144,498 RSUs, 48,166 of which vested on 12/11/14, 48,166 of which vested early on 09/17/15, and 48,166 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 number of derivative securities beneficially owned immediately prior to the

(6) transaction being reported includes 492.5893 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 555.5187 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 1,631 vested dividend equivalent rights and a de minimus adjustment of 0.9454 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/14 the reporting person was granted 104,390 RSUs, 34,796 of which vested early on 09/17/15, and 34,797 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 number of derivative securities beneficially owned immediately prior to the transaction

(7) being reported includes 533.7935 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 601.9869 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15. The number of derivative securities in column 5 includes 520 vested dividend equivalent rights and a de minimus adjustment of 0.8219 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/11/13 the reporting person was granted 130,414 performance adjusted restricted stock units ("PARSUs"), 50% of which vested early on 09/17/15, and 50% of which will vest on 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

(8) accrue with respect to these PARSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 2,238.3131 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.3556 due to fractional rounding of the dividend equivalent rights.

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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