

HEWLETT PACKARD CO
Form 4
December 10, 2013

FORM 4

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

OMB APPROVAL

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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 *
KADIFA ABDO G

(Last) (First) (Middle)
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)
12/06/2013

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)
EVP, HP Software

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	Price	
Common Stock	12/06/2013		M		28,229	\$ 27.7	A (1) (2) D
Common Stock	12/06/2013		F		12,387	\$ 27.7	D
Common Stock						13,503 (3)	I Kadifa Family Trust

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	Amount of Underlying Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(4)	07/03/2013		A	527,164	(5)	(5)	Common Stock	527	
Restricted Stock Units	(4)	12/06/2013		M	28,229	(6)	(6)	Common Stock	28	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KADIFA ABDO G 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, HP Software	

Signatures

/s/ David Ritenour as Attorney-in-Fact for Abdo G. Kadifa
 Kadifa
 12/10/2013
 **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 total direct beneficial ownership reflects a decrease of 13,503 shares due to the transfer of 13,503 shares into the reporting person's trust on 06/03/13.
 The total beneficial ownership includes 302,370 shares at \$23.1515 per share acquired on 10/31/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP"). The total beneficial ownership also includes the acquisition of 1,975 shares at \$26.2924 per share received on 07/15/13 through dividends paid in shares under the ESPP, and the acquisition of 2,483 shares at \$21.0314 per share received on 10/03/13 under the ESPP with respect to shares held under the ESPP.
- (2) The total indirect beneficial ownership reflects an increase of 13,503 shares due to the transfer of 13,503 shares previously reported as being held directly by the reporting person into his trust.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (4) As previously reported, on 05/29/12 the reporting person was granted 63,000 restricted stock units ("RSUs"), 21,000 of which vested on 05/29/13, and 21,000 of which will vest on each of 05/29/14 and 05/29/15. Dividend equivalent rights accrue with respect to these RSUs

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when and as dividends are paid on HP common stock. The 527.1642 dividend equivalent rights being reported reflect 242.1922 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; and 284.9720 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- As previously reported, on 12/06/12 the reporting person was granted 82,430 restricted stock units ("RSUs"), 27,476 of which vested on 12/06/13, and 27,477 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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 475.3311 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13, and 559.2914 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13. The number of derivative securities in column 5 includes 753 vested dividend equivalent rights and a de minimus adjustment of 0.3478 due to fractional rounding of the dividend equivalent rights.
- (6)

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.