

HEWLETT PACKARD CO
Form 4
March 20, 2014

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULTZ JOHN F

(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)
03/18/2014

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 below) ___ Other (specify below)
EVP, GC & SEC

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	03/18/2014		S		10,000	D	
					\$ 30.25		
					30,764.7957		
					(1)		
					(2)		

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

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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 of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	01/02/2014		A		26.2473		(4)	(4)	Common Stock	26.2473
Restricted Stock Units	(3)	01/02/2014		A		41.9957		(5)	(5)	Common Stock	41.9957
Restricted Stock Units	(3)	01/02/2014		A		227.7425		(6)	(6)	Common Stock	227.7425
Restricted Stock Units	(3)	01/02/2014		A		175.0484		(7)	(7)	Common Stock	175.0484

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ JOHN F C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, GC & SEC	

Signatures

/s/ David Ritenour as Attorney-in-Fact for John F. Schultz	03/20/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 beneficial ownership includes 8.1623 shares at \$28.2971 per share acquired through dividends paid in shares on 01/03/14 under the HP 2011 Employee Stock Purchase Plan. The total beneficial ownership also includes the acquisition of 2.7260 shares at \$27.6154 per share received on 01/02/14 through dividends paid in shares.
 - (2) The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 03/06/14.
 - (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (4) As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which vested on each of 12/07/12 and 12/07/13, and 5,000 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs

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when and as dividends are paid on HP common stock. The 26.2473 dividend equivalent rights being reported reflect 26.2473 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (5) As previously reported, on 05/16/12 the reporting person was granted 12,000 RSUs, 4,000 of which vested on 05/16/13, and 4,000 of which will vest on each of 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 41.9957 dividend equivalent rights being reported reflect 41.9957 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (6) As previously reported, on 12/06/12 the reporting person was granted 65,076 RSUs, 21,692 of which vested on 12/06/13, and 21,692 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 227.7425 dividend equivalent rights being reported reflect 227.7425 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

- (7) As previously reported, on 12/11/13 the reporting person was granted 33,346 RSUs, 11,115 of which will vest on each of 12/11/14 and 12/11/15, and 11,116 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 175.0484 dividend equivalent rights being reported reflect 175.0484 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

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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