

HEWLETT PACKARD CO
Form 4
November 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
11/25/2014

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 HR

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 or (D) Price		
Common Stock	11/25/2014		A		39,834 (1)	A	\$ 0
Common Stock	11/25/2014		F		17,036	D	\$ 37.63

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/02/2014		A	173.0519 (3)	(3)	(3)	Common Stock	173.0519
Restricted Stock Units	(2)	01/02/2014		A	397.9911 (4)	(4)	(4)	Common Stock	397.9911
Restricted Stock Units	(2)	01/02/2014		A	711.5094 (5)	(5)	(5)	Common Stock	711.5094
Restricted Stock Units	(2)	01/02/2014		A	631.0104 (6)	(6)	(6)	Common Stock	631.0104

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

11/28/2014

__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) Reflects shares released on 11/25/14 in connection with the vesting of performance-based restricted stock units granted to the reporting person on 12/12/11.

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

(3)

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As previously reported, on 12/12/11 the reporting person was granted 27,433 restricted stock units ("RSUs"), 9,144 of which vested on each of 12/12/12 and 12/12/13, and 9,145 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 173.0519 dividend equivalent rights being reported reflect 48.0063 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 39.5077 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 43.1877 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 42.3502 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- As previously reported, on 12/12/11 the reporting person was granted 63,095 RSUs, 21,031 of which vested on 12/12/12, 21,032 of which vested on 12/12/13, and 21,032 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 397.9911 dividend equivalent rights being reported reflect 110.4066 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 90.8612 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 99.3247 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 97.3986 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (5) As previously reported, on 12/06/12 the reporting person was granted 56,400 RSUs, 18,800 of which vested on 12/06/13, and 18,800 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 711.5094 dividend equivalent rights being reported reflect 197.3796 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, 162.4374 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 177.5679 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 174.1245 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

- (6) 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 631.0104 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, 144.0595 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14, 157.4782 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 154.4243 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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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