

HEWLETT PACKARD CO

Form 4

April 22, 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 *
Andreessen Marc L

(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)

04/20/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
					14,472 ⁽¹⁾	D	
Common Stock	07/02/2014		A		464.9062	A	⁽²⁾
					26,497.5497	I	
							By Merrill Lynch ⁽²⁾

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

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information contained in this form are not
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(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	(3)	07/02/2014		A	159,234 (4)	(4) (4)	Common Stock 159,234
Restricted Stock Units	(3)	04/20/2015		A	8,231 (5)	(5) (5)	Common Stock 8,231

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Andreessen Marc L
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

X

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Marc L. Andreessen

04/22/2015

__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.

The reporting person elected to defer the receipt of common stock until the termination of his service as a member of the HP's Board of Directors. The 464,9062 dividends being reported reflect 118,7155 dividends at \$33.88 per share deferred on 07/02/14; 116,4133 dividends at \$34.55 per share deferred on 10/01/14; 101,2353 dividends at \$39.73 per share deferred on 01/07/15; and 128,5421 dividends at \$31.29 per share deferred on 04/01/15.

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

As previously reported, on 04/21/14 the reporting person was granted 8,610 restricted stock units ("RSUs"), all of which will cliff vest on 04/21/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 159,2346 dividends being reported reflect 40,6612 dividends at \$33.88 per share deferred on 07/02/14; 39,8726 dividends at \$34.55 per share deferred on 10/01/14; 34,6740 dividends at \$39.73 per share deferred on 01/07/15; and 44,0268 dividends at \$31.29 per share deferred on 04/01/15.

(5)

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On 04/20/15 the reporting person was granted 8,231 RSUs, all of which will cliff vest on 04/20/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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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