

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hinshaw John M

(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
X Officer (give title below) ____ Other (specify
below)
CCO and EVP, Tech & Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/17/2015		M		37,755	A	\$ 27.57	55,239	D	
Common Stock	09/17/2015		F		15,479	D	\$ 27.57	39,760	D	
Common Stock	09/17/2015		M		14,810	A	\$ 27.57	54,570	D	
Common Stock	09/17/2015		F		7,728	D	\$ 27.57	46,842	D	

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)

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 Am Num Sha
Restricted Stock Units	(1)	09/17/2015		M	17,457 (3)	(2)(3) (3)	Common Stock 17
Restricted Stock Units	(1)	04/01/2015		A	47.4157 (4)	(4) (4)	Common Stock 47
Restricted Stock Units	(1)	09/17/2015		M	11,876 (5)	(2)(5) (5)	Common Stock 11
Restricted Stock Units	(1)	09/17/2015		M	8,422 (6)	(2)(6) (6)	Common Stock 8
Performance Adjusted Restricted Stock Units	(1)	09/17/2015		M	14,810 (7)	(2)(7) (7)	Common Stock 14

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hinshaw John M
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

CCO and EVP, Tech & Operations

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John M. Hinshaw

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).

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

(2) 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 12/06/12 the reporting person was granted 49,350 Restricted Stock Units ("RSUs"), 16,450 of which vested on 12/06/13, 16,450 of which vested on 12/06/14, and 16,450 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

(3) immediately prior to the transaction being reported includes 84.1163 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 94.8624 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 1,007 vested dividend equivalent rights and a de minimus adjustment of 0.7741 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 01/16/13 the reporting person was granted 13,074 RSUs, 4,358 of which vested on each of 01/16/14 and 01/16/15, and 4,358 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends

(4) are paid on HP common stock. The 47.4157 dividend equivalent rights being reported reflect 22.2844 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 25.1313 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 34,458 RSUs, 11,486 of which vested on 12/11/14, 11,486 of which vested early on 09/17/15, and 11,486 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

(5) transaction being reported includes 117.4663 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 132.4729 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 390 vested dividend equivalent rights and a de minimus adjustment of 0.5483 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/14 the reporting person was granted 24,893 RSUs, 8,297 of which vested early on 09/17/15, and 8,298 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 being reported

(6) includes 127.2892 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15, and 143.5507 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 125 vested dividend equivalent rights and a de minimus adjustment of 0.9114 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/11/13 the reporting person was granted 31,099 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

(7) 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 534.4381 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.3701 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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