

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEISLER DION J

(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 ____ Other (specify
below) below)

EVP, PPSG

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		48,244	A	\$ 27.57	62,131	D	
Common Stock	09/17/2015		M		23,887	A	\$ 27.57	86,018	D	

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

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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	(1)	09/17/2015		M	14,149 (3)	(2)(3) (3)	Common Stock 14,149
Restricted Stock Units	(1)	09/17/2015		M	19,154 (4)	(2)(4) (4)	Common Stock 19,154
Restricted Stock Units	(1)	09/17/2015		M	14,941 (5)	(2)(5) (5)	Common Stock 14,941
Performance Adjusted Restricted Stock Units	(1)	09/17/2015		M	23,887 (6)	(2)(6) (6)	Common Stock 23,887

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEISLER DION J C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	EVP, PPSG

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler

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).

(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.

(3) As previously reported, on 12/06/12 the reporting person was granted 40,000 restricted stock units ("RSUs"), 13,333 of which vested on each of 12/06/13 and 12/06/14, and 13,334 of which vested early on 09/17/15. Dividend equivalent rights accrue with respect to these

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RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 815 vested dividend equivalent rights and a de minimus adjustment of 0.2254 due to fractional rounding of the dividend equivalent rights.

- (4) As previously reported, on 12/11/13 the reporting person was granted 55,577 RSUs, 18,525 of which vested on 12/11/14, 18,526 of which vested early on 09/17/15, and 18,526 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 in column 5 includes 628 vested dividend equivalent rights and a de minimus adjustment of 0.6529 due to fractional rounding of the dividend equivalent rights.

- (5) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which vested early on 09/17/15, and 14,722 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 in column 5 includes 220 vested dividend equivalent rights and a de minimus adjustment of 0.6169 due to fractional rounding of the dividend equivalent rights.

- (6) As previously reported, on 12/11/13 the reporting person was granted 50,159 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 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 861.6509 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.8486 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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