HEWLETT PACKARD CO

Form 4 April 23, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

See Instruction 1(b).

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 * BENNETT ROBERT R

2. Issuer Name and Ticker or Trading Symbol

HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/21/2014

Filed(Month/Day/Year)

X_ Director 10% Owner

(Check all applicable)

Officer (give title below)

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PALO ALTO, CA 94304

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

0 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		8 1 5 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/02/2013		A	50.232 (2)	(2)	(2)	Common Stock	50.232	
Restricted Stock Units	(1)	04/21/2014		A	5,480 (3)	(3)	(3)	Common Stock	5,480	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BENNETT ROBERT R

C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET

PALO ALTO, CA 94304

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert R.

Bennett

04/23/2014

**Signature of Reporting Person

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.
 - As previously reported, on 07/17/13 the reporting person was granted 4,174 restricted stock units ("RSUs"), all of which will cliff vest on 07/15/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The

Date

- (2) 50.2320 dividend equivalent rights being reported reflect 28.3208 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13, and 21.9112 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.
- (3) On 04/21/14 the reporting person was granted 5,480 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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