

HEWLETT PACKARD CO
Form 4
June 06, 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 *
Nefkens Michael G

(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)
06/04/2014

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, Enterprise Services

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	(A) or (D)	Price
Common Stock	06/04/2014		M		14,000	A	\$ 23.59
							34,406.7233 (1) (2) (3)
Common Stock	06/04/2014		S		14,000 (6)	D	\$ 33.56
Common Stock	06/04/2014		S		5,000 (6)	D	\$ 33.56
Common Stock							52,666 (4) (5)

By
Michael Nefkens Trust

02/27/09

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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 23.59	06/04/2014		M	14,000	09/27/2012 ⁽⁷⁾ 09/27/2019 ⁽⁸⁾	Comm Stock
Restricted Stock Units	<u>(9)</u>	04/02/2014		A	20.1621 <u>(10)</u>	<u>(10)</u>	Comm Stock
Restricted Stock Units	<u>(9)</u>	04/02/2014		A	59.6741 <u>(11)</u>	<u>(11)</u>	Comm Stock
Restricted Stock Units	<u>(9)</u>	04/02/2014		A	175.7218 <u>(12)</u>	<u>(12)</u>	Comm Stock
Restricted Stock Units	<u>(9)</u>	04/02/2014		A	230.4969 <u>(13)</u>	<u>(13)</u>	Comm Stock
Restricted Stock Units	<u>(9)</u>	04/02/2014		A	68.6298 <u>(14)</u>	<u>(14)</u>	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nefkens Michael G C/O HEWLETT-PACKARD COMPANY			EVP, Enterprise Services	

3000 HANOVER STREET
PALO ALTO, CA 94304

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Michael G.
Nefkens

06/06/2014

__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) The total beneficial ownership includes 1.24400 shares at \$33.1683 per share acquired through dividends paid in shares on 04/03/14 under the HP 2011 Employee Stock Purchase Plan ("ESPP") with respect to shares held under the ESPP. The total beneficial ownership also includes the acquisition of 0.0450 shares at \$27.6154 per share received on 01/02/14 through dividends paid in shares, and 0.0380 shares at \$33.4488 per share received on 04/02/14 through dividends paid in shares.
- (2) The total direct beneficial ownership reflects a decrease of 16,748 shares due to the transfer of 16,748 shares previously reported as being held directly by the reporting person into his trust on 05/29/14.
- (3) The total direct beneficial ownership reflects an increase of 20,000 shares due to the transfer of 20,000 shares previously reported as being held indirectly by the reporting person into his direct beneficial ownership on 05/30/14.
- (4) The total indirect beneficial ownership reflects an increase of 16,748 shares due to the transfer of 16,748 shares previously reported as being held directly by the reporting person into his trust on 05/29/14.
- (5) The total indirect beneficial ownership reflects a decrease of 20,000 shares due to the transfer of 20,000 shares previously reported as being held indirectly by the reporting person into his direct beneficial ownership on 05/30/14.
- (6) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 05/27/14.
- (7) This option became exercisable in three equal annual installments beginning on this date.
- (8) This option is no longer exercisable beginning on this date.
- (9) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (10) As previously reported, on 12/07/11 the reporting person was granted 14,000 restricted stock units ("RSUs"), 4,666 of which vested on 12/07/12, 4,667 of which vested on 12/07/13, and 4,667 of which will vest on 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 20.1621 dividend equivalent rights being reported reflect 20.1621 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.
- (11) As previously reported, on 09/19/12 the reporting person was granted 27,625 RSUs, 13,812 of which vested on 09/19/13, and 13,813 of which will vest on 09/19/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 59.6741 dividend equivalent rights being reported reflect 59.6741 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.
- (12) As previously reported, on 01/16/13 the reporting person was granted 61,012 RSUs, 20,337 of which vested on 01/16/14, 20,337 of which will vest on 01/16/15, and 20,338 of which will vest on 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 175.7218 dividend equivalent rights being reported reflect 175.7218 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.
- (13) As previously reported, on 12/11/13 the reporting person was granted 53,354 RSUs, 17,784 of which will vest on 12/11/14, and 17,785 of which will vest on each of 12/11/15 and 12/11/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 230.4969 dividend equivalent rights being reported reflect 230.4969 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.
- (14) As previously reported, on 12/11/13 the reporting person was granted 15,886 RSUs, 7,943 of which will vest on each of 12/11/14 and 12/11/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 68.6298 dividend equivalent rights being reported reflect 68.6298 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

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.