

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 *
Fink Martin

(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, CTO

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		72,164	A	\$ 27.57	73,375.134 ⁽¹⁾	D
Common Stock	09/17/2015		F		35,956	D	\$ 27.57	37,419.134	D
Common Stock	09/17/2015		M		13,138	A	\$ 27.57	50,557.134	D
Common Stock	09/17/2015		F		6,856	D	\$ 27.57	43,701.134	D
Common Stock	09/17/2015		M		43,384	A	\$ 13.83	87,085.134	D

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Common Stock	09/17/2015	S	43,384 (2)	D	\$ 27.7858 (3)	43,701.134	D
Common Stock	09/17/2015	M	41,673	A	\$ 26.99	85,374.134	D
Common Stock	09/17/2015	S	41,673 (2)	D	\$ 27.7858 (3)	43,701.134	D
Common Stock	09/21/2015	S	30,235 (2)	D	\$ 26.25	13,466.134	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 Underlying (Instr. 3 and 4)
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 13.83	09/17/2015		M		43,384	12/06/2013 ⁽⁴⁾⁽⁷⁾	12/06/2020 ⁽⁵⁾
Employee Stock Option (right to buy)	\$ 26.99	09/17/2015		M		41,673	12/11/2014 ⁽⁴⁾⁽⁷⁾	12/11/2021 ⁽⁵⁾
Restricted Stock Units	⁽⁶⁾	09/17/2015		M		7,817 ⁽⁸⁾	⁽⁷⁾⁽⁸⁾	⁽⁸⁾
Restricted Stock Units	⁽⁶⁾	09/17/2015		M		26,530 ⁽⁹⁾	⁽⁷⁾⁽⁹⁾	⁽⁹⁾
Restricted Stock Units	⁽⁶⁾	09/17/2015		M		15,347 ⁽¹⁰⁾	⁽⁷⁾⁽¹⁰⁾	⁽¹⁰⁾
Restricted Stock Units	⁽⁶⁾	09/17/2015		M		2,428 ⁽¹¹⁾	⁽⁷⁾⁽¹¹⁾	⁽¹¹⁾
	⁽⁶⁾	09/17/2015		M			⁽⁷⁾⁽¹²⁾	⁽¹²⁾

Restricted Stock Units				10,534 (12)			Common Stock
Restricted Stock Units	(6)	09/17/2015	M	9,508 (13)	(7)(13)	(13)	Common Stock
Performance Adjusted Restricted Stock Units	(6)	09/17/2015	M	13,138 (14)	(7)(14)	(14)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fink Martin C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CTO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for
Martin Fink

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) The total beneficial ownership also includes the acquisition of 4.7270 shares at \$39.7693 per share received on 01/07/15 through dividends paid in shares, 5.9440 shares at \$31.7498 per share received on 04/01/15 through dividends paid in shares, and 6.9110 shares at \$30.2349 per share received on 07/01/15 through dividends paid in shares.
- (2) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/04/15.
- (3) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$27.67 to \$28.105. Upon request, the reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff information regarding the number of shares purchased at each price within the range.
- (4) This option became exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (7) 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.
- (8) As previously reported, on 09/19/12 the reporting person was granted 22,100 restricted stock units ("RSUs"), 7,366 of which vested on 09/19/13, 7,367 of which vested on 09/19/14, and 7,367 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 immediately prior to the transaction being reported includes 29.6683 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 37.6708 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 42.4834 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 450 vested dividend equivalent rights and a de minimus adjustment of 0.06110 due to fractional rounding of the dividend equivalent rights.
- (9)

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As previously reported, on 11/27/12 the reporting person was granted 50,000 RSUs, 25,000 of which vested on 11/27/14 and 25,000 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 immediately prior to the transaction being reported includes 100.6796 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 127.8364 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 144.1678 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 1,530 vested dividend equivalent rights and a de minimus adjustment of 0.3162 due to fractional rounding of the dividend equivalent rights.

- (10) As previously reported, on 12/06/12 the reporting person was granted 43,384 RSUs, 14,461 of which vested on 12/06/13, 14,461 of which vested on 12/06/14, and 14,462 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 immediately prior to the transaction being reported includes 58.2411 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 73.9508 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 83.3982 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 885 vested dividend equivalent rights and a de minimus adjustment of 0.4099 due to fractional rounding of the dividend equivalent rights.

- (11) As previously reported, on 09/26/13 the reporting person was granted 7,043 RSUs, 2,347 of which vested on 09/26/14, and 2,348 of which vested early on 09/17/15, and 2,348 of which will vest on 09/26/16. 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 transaction being reported includes 18.9117 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 24.0128 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 27.0805 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 80 vested dividend equivalent rights and a de minimus adjustment of 0.2480 due to fractional rounding of the dividend equivalent rights.

- (12) As previously reported, on 12/11/13 the reporting person was granted 30,567 RSUs, 10,189 of which vested on 12/11/14, 10,189 of which vested early on 09/17/15 and 10,189 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 transaction being reported includes 82.0659 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 104.2020 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 117.5140 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 345 vested dividend equivalent rights and a de minimus adjustment of 0.2181 due to fractional rounding of the dividend equivalent rights.

- (13) As previously reported, on 12/10/14 the reporting person was granted 28,105 RSUs, 9,368 of which vested early on 09/17/15, 9,368 of which will vest on 12/10/16, and 9,369 of which will vest on 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 includes 113.1840 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15, 143.7136 dividend equivalent rights at \$31.29 per RSU credited to the reporting person's account on 04/01/15 and 162.0734 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 140 vested dividend equivalent rights and a de minimus adjustment of 0.0290 due to fractional rounding of the dividend equivalent rights.

- (14) As previously reported, on 12/11/13 the reporting person was granted 27,588 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 473.927 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.0928 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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