

HEWLETT PACKARD CO
Form 4
October 15, 2013

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 *
SCHULTZ JOHN F

(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)
10/10/2013

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)
EVP, GC & SEC

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 10/10/2013 | | S | | 6,000 | D | |
| | | | | | \$ 23.25 | | |
| | | | | | 27,932.5374 | | |
| | | | | | (1) | | |
| | | | | | (2) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. 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 | (3) | 10/02/2013 | | A | | (4) | (4) | Common Stock | 13.5701 |
| Restricted Stock Units | (3) | 10/02/2013 | | A | | (5) | (5) | Common Stock | 67.8505 |
| Restricted Stock Units | (3) | 10/02/2013 | | A | | (6) | (6) | Common Stock | 54.2804 |
| Restricted Stock Units | (3) | 10/02/2013 | | A | | (7) | (7) | Common Stock | 441.5437 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULTZ JOHN F
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, GC & SEC

Signatures

/s/ David Ritenour as Attorney-in-Fact for John F. Schultz

10/15/2013

__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 8.8335 shares at \$21.0314 per share acquired through dividends paid in shares on 10/03/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP"). The total beneficial ownership also includes the acquisition of 3.4880 shares at \$21.4373 per share received on 10/03/13 through dividends paid in shares.
- (2) The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 08/30/13.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (4) As previously reported, on 12/10/10 the reporting person was granted 6,000 restricted stock units ("RSUs"), 2,000 of which vested on each of 12/10/11 and 12/10/12, and 2,000 of which will vest on 12/10/13. Dividend equivalent rights accrue with respect to these RSUs

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when and as dividends are paid on HP common stock. The 13.5701 dividend equivalent rights being reported reflect 13.5701 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (5) As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which vested on 12/07/12, and 5,000 of which will vest on each of 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 67.8505 dividend equivalent rights being reported reflect 67.8505 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (6) As previously reported, on 05/16/12 the reporting person was granted 12,000 restricted stock units ("RSUs"), 4,000 of which vested on 05/16/13, and 4,000 of which will vest on each of 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 54.2804 dividend equivalent rights being reported reflect 54.2804 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

- (7) As previously reported, on 12/06/12 the reporting person was granted 65,076 restricted stock units ("RSUs"), 21,692 of which will vest on each of 12/06/13, 12/06/14, and 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 441.5437 dividend equivalent rights being reported reflect 441.5437 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13.

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.