

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 *
KEOGH TRACY S

(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 HR

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		53,178	A	\$ 27.57	134,480	D	
Common Stock	09/17/2015		F		27,752	D	\$ 27.57	106,728	D	
Common Stock	09/17/2015		M		14,333	A	\$ 27.57	121,061	D	
Common Stock	09/17/2015		F		7,479	D	\$ 27.57	113,582	D	

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

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(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 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	19,951 (3)	(2)(3) (3)	Common Stock 19,951
Restricted Stock Units	(1)	09/17/2015		M	11,492 (4)	(2)(4) (4)	Common Stock 11,492
Restricted Stock Units	(1)	09/17/2015		M	8,151 (5)	(2)(5) (5)	Common Stock 8,151
Restricted Stock Units	(1)	09/17/2015		M	13,584 (6)	(2)(6) (6)	Common Stock 13,584
Performance Adjusted Restricted Stock Units	(1)	09/17/2015		M	14,333 (7)	(2)(7) (7)	Common Stock 14,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEOGH TRACY S
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP HR

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Tracy S. Keogh

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.

As previously reported, on 12/06/12 the reporting person was granted 56,400 restricted stock units ("RSUs"), 18,800 of which vested on each of 12/06/13 and 12/06/14, and 18,800 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 108.4142 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 1,151 vested dividend equivalent rights and a de minimus adjustment of 0.7419 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/11/13 the reporting person was granted 33,346 RSUs, 11,115 of which vested on 12/11/14, 11,115 of which vested early on 09/17/15, and 11,116 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 128.1997 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 377 vested dividend equivalent rights and a de minimus adjustment of 0.5948 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/14 the reporting person was granted 24,090 RSUs, 8,030 of which vested early on 09/17/15, and 8,030 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 beneficially owned immediately prior to the transaction being reported includes 138.9201 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 121 vested dividend equivalent rights and a de minimus adjustment of 0.8819 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/10/14 the reporting person was granted 53,533 RSUs, 13,383 of which vested early on 09/17/15, 13,383 of which will vest on each of 12/10/16 and 12/10/17, and 13,384 of which will vest on 12/10/18. 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 308.7093 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 201 vested dividend equivalent rights and a de minimus adjustment of 0.9649 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/11/13 the reporting person was granted 30,096 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 517.0111 vested dividend equivalent rights accrued but not released since the grant date, and a de minimus adjustment of 0.7377 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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