

HEWLETT PACKARD CO

Form 4

September 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LESJAK CATHERINE A

(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)

09/21/2015

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 & CFO

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)
Common Stock	09/21/2015		M	200,000	A \$ 13.83	200,000 ⁽¹⁾	D
Common Stock	09/21/2015		S	200,000 ⁽³⁾	D \$ 26.3542 ⁽⁵⁾	0	D
Common Stock	09/21/2015		S	23,266 ⁽⁴⁾	D \$ 26.2295 ⁽⁶⁾	23,267 ⁽²⁾	I
Common						306 ⁽⁷⁾	I

By Joint
Account
with
Spouse

By

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Stock

Spouse

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 (Instr. 10)
						Date Exercisable	Expiration Date
Employee Stock Option (right to buy)	\$ 13.83	09/21/2015		M	200,000	12/06/2014 ⁽⁸⁾⁽⁹⁾	12/06/2020 ⁽¹⁰⁾
Restricted Stock Units	⁽¹¹⁾	07/01/2015		A	208,4896 ⁽¹²⁾	⁽¹²⁾	⁽¹²⁾
Restricted Stock Units	⁽¹¹⁾	07/01/2015		A	235.028 ⁽¹³⁾	⁽¹³⁾	⁽¹³⁾
Restricted Stock Units	⁽¹¹⁾	07/01/2015		A	254.6868 ⁽¹⁴⁾	⁽¹⁴⁾	⁽¹⁴⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LESJAK CATHERINE A
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP & CFO

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A.
Lesjak

09/22/2015

**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 direct beneficial ownership reflects a decrease of 46,533 shares due to the transfer of 46,533 shares into a Joint Account with the reporting person's spouse on 06/30/15.
 - (2) The total indirect beneficial ownership reflects an increase of 46,533 shares due to the transfer of 46,533 shares previously reported as being held directly by the reporting person into a Joint Account with the reporting person's spouse on 06/30/15.
 - (3) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/03/15.
 - (4) 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.
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$26.20 to \$26.50. 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.
 - (5) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$26.20 to \$26.25. 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.
 - (6) There is no reportable change since the last filing. This is a reiteration of holdings only.
 - (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) This option became exercisable beginning on this date.
 - (9) This option is no longer exercisable beginning on this date.
 - (10) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
As previously reported, on 12/06/12 the reporting person was granted 108,460 restricted stock units ("RSUs"), 36,153 of which vested on each of 12/06/13 and 12/06/14, and 36,154 of which will vest on 12/06/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 208.4896 dividend equivalent rights being reported reflect 208.4896 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.
 - (11) As previously reported, on 12/11/13 the reporting person was granted 61,134 RSUs, 20,378 of which vested on 12/11/14, and 20,378 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 235.0280 dividend equivalent rights being reported reflect 235.0280 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.
 - (12) As previously reported, on 12/10/14 the reporting person was granted 44,165 RSUs, 14,721 of which will vest on 12/10/15, and 14,722 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 254.6868 dividend equivalent rights being reported reflect 254.6868 dividend equivalent rights at \$30.52 per RSU credited to the reporting person's account on 07/01/15.
 - (13)
 - (14)

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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