

HEWLETT PACKARD CO
Form 4
January 21, 2015

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 *
Gomez Henry

(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)
01/18/2015

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 below) ___ Other (specify below)
EVP, CM & CO

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	01/18/2015		M			6,604	\$ 38.34	6,604	D	
Common Stock	01/18/2015		F			3,636	\$ 38.34	2,968	D	

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

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(9-02)

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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 Number Shares
Restricted Stock Units	(1)	01/18/2015		M		(2) (2)	Common Stock 6,604
Restricted Stock Units	(1)	01/07/2015		A	43,678 (3)	(3) (3)	Common Stock 43,678
Restricted Stock Units	(1)	01/07/2015		A	56,722 (4)	(4) (4)	Common Stock 56,722
Restricted Stock Units	(1)	01/07/2015		A	74,607 (5)	(5) (5)	Common Stock 74,607
Restricted Stock Units	(1)	01/07/2015		A	88,928 (6)	(6) (6)	Common Stock 88,928

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gomez Henry C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, CM & CO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Henry Gomez 01/21/2015

__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)

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As previously reported, on 01/18/12 the reporting person was granted 18,500 restricted stock units ("RSUs"), 6,166 of which vested on 01/18/13, 6,167 of which vested on each of 01/18/14 and 01/18/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 437 vested dividend equivalent rights and a de minimus adjustment of 0.8389 due to fractional rounding of the dividend equivalent rights.

(3) As previously reported, on 12/06/12 the reporting person was granted 32,538 RSUs, 10,846 of which vested on each of 12/06/13 and 12/06/14, and 10,846 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 43.6788 dividend equivalent rights being reported reflect 43.6788 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(4) As previously reported, on 09/26/13 the reporting person was granted 21,127 RSUs, 7,042 of which vested on 09/26/14, 7,042 of which will vest on 09/26/15, and 7,043 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 56.7229 dividend equivalent rights being reported reflect 56.7229 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(5) As previously reported, on 12/11/13 the reporting person was granted 27,789 RSUs, 9,263 of which vested on 12/11/14, and 9,263 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 74.6076 dividend equivalent rights being reported reflect 74.6076 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

(6) As previously reported, on 12/10/14 the reporting person was granted 22,082 RSUs, 7,360 of which will vest on 12/10/15, and 7,361 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 88.9283 dividend equivalent rights being reported reflect 88.9283 dividend equivalent rights at \$39.73 per RSU credited to the reporting person's account on 01/07/15.

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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