

HEWLETT PACKARD CO
Form 4
October 20, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KADIFA ABDO G

(Last) (First) (Middle)
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)
10/16/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

EVP, Strategic Relationships

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	10/16/2014		M	A	\$ 22.8 63,913.3943 <u>(1) (2)</u>	D	
Common Stock	10/16/2014		S	D	\$ 32.2758 <u>(4)</u> 60,313.3943	D	
Common Stock	10/16/2014		S	D	\$ 33.4311 <u>(5)</u> 20,413.3943	D	
Common Stock	10/16/2014		S	D	\$ 33.8902 <u>(6)</u> 913.3943	D	

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Common Stock	10/17/2014	M	63,000	A	\$ 22.8	63,913.3943	D	
Common Stock	10/16/2014	S	63,000	D	\$ 34.1246 (7)	913.3943	D	
Common Stock	10/16/2014	S	3,200	D	\$ 32.8525 (8)	39,937 (3)	I	Kadifa Family Trust
Common Stock	10/16/2014	S	18,369	D	\$ 33.7023 (9)	21,568	I	Kadifa Family Trust
Common Stock	10/17/2014	S	21,568	D	\$ 34.0692 (10)	0	I	Kadifa Family Trust

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 Underlying Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 22.8	10/16/2014		M		63,000	05/29/2014 ⁽¹¹⁾	05/29/2020 ⁽¹²⁾	Common Stock
Employee Stock Option (right to buy)	\$ 22.8	10/17/2014		M		63,000	05/29/2014 ⁽¹¹⁾	05/29/2020 ⁽¹²⁾	Common Stock
Restricted Stock Units	⁽¹³⁾	07/02/2014		A		196.424 ⁽¹⁴⁾	⁽¹⁴⁾	⁽¹⁴⁾	Common Stock
Restricted Stock	⁽¹³⁾	07/02/2014		A		514.0133 ⁽¹⁵⁾	⁽¹⁵⁾	⁽¹⁵⁾	Common Stock

Units

Restricted

Stock	(13)	07/02/2014	A	415.8668	(16)	(16)	Com
Units				(16)			Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KADIFA ABDO G 3000 HANOVER STREET PALO ALTO, CA 94304			EVP, Strategic Relationships	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Abdo G.
Kadifa

10/20/2014

__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 4.2551 shares at \$34.0248 per share received through dividends paid in shares under the HP 2011 Employee Stock Purchase Plan ("ESPP") on 07/03/14, and 4.2380 shares at \$34.3252 per share received on 10/02/14 through dividends paid in shares under the ESPP with respect to shares held under the ESPP.

(2) The total direct beneficial ownership reflects a decrease of 13,792 shares due to the transfer of 13,792 shares previously reported as being held directly by the reporting person into the reporting person's Trust on 06/03/14.

(3) The total indirect beneficial ownership reflects an increase of 13,792 shares due to the transfer of 13,792 shares previously reported as being held directly by the reporting person into his Trust on 06/03/14.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$31.74 to \$32.73. 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 sold at each price within the range.

(5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$32.74 to \$33.73. 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 sold at each price within the range.

(6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.74 to \$34.1400. 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 sold at each price within the range.

(7) The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.81 to \$34.45. 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 sold at each price within the range.

(8) The price in Column 4 is a weighted average price. The prices actually received ranged from \$32.10 to \$33.09. 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 sold at each price within the range.

(9) The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.19 to \$34.0950. 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 sold at each price within the range.

(10) The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.8050 to \$34.43. 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

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sold at each price within the range.

- (11) The option became exercisable beginning on this date.
- (12) The option is no longer exercisable beginning on this date.
- (13) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

As previously reported, on 05/29/12 the reporting person was granted 63,000 restricted stock units ("RSUs"), 21,000 of which vested on each of 05/29/13 and 05/29/14, and 21,000 of which will vest on 05/29/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 196.4240 dividend equivalent rights being reported reflect 99.1736 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 97.2504 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

As previously reported, on 12/06/12 the reporting person was granted 82,430 RSUs, 27,476 of which vested on 12/06/13, and 27,477 of which will vest on each of 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 514.0133 dividend equivalent rights being reported reflect 259.5230 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 254.4903 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

As previously reported, on 12/11/13 the reporting person was granted 44,461 RSUs, 14,820 of which will vest on each of 12/11/14 and 12/11/15, and 14,821 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 415.8668 dividend equivalent rights being reported reflect 209.9693 dividend equivalent rights at \$33.88 per RSU credited to the reporting person's account on 07/02/14, and 205.8975 dividend equivalent rights at \$34.55 per RSU credited to the reporting person's account on 10/01/14.

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.