

HEWLETT PACKARD CO
Form 4
June 02, 2014

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 *
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)
05/29/2014

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 05/29/2014 | | M | | 22,099 | \$ 33.64 | A (1) | D |
| Common Stock | 05/29/2014 | | F | | 8,307 | \$ 33.64 | D | D |
| Common Stock | | | | | | 29,345 (2) | I | Kadifa Family Trust |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Restricted Stock Units | (3) | 05/29/2014 | | M | | (4) (4) | Common Stock 22,099 |
| Restricted Stock Units | (3) | 01/02/2014 | | A | 525.8878 (5) | (5) (5) | Common Stock 525.8878 |
| Restricted Stock Units | (3) | 01/02/2014 | | A | 425.474 (6) | (6) (6) | Common Stock 425.474 |

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
Kadifa
06/02/2014
**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 234.0325 shares at \$31.4070 per share acquired on 04/30/14 under the HP 2011 Employee Stock Purchase Plan ("ESPP"). The total beneficial ownership also includes the acquisition of 3.4099 shares at \$28.2971 per share received on 01/03/14 through dividends paid in shares under the ESPP, and the acquisition of 2.9242 shares at \$33.1683 per share received on 04/03/14 under the ESPP with respect to shares held under the ESPP.

(2) There is no reportable change since the last filing. This is a reiteration of holdings only.

(3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.

(4)

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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 number of derivative securities beneficially owned immediately prior to the transaction being reported includes 220.4772 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14 and 181.4460 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14. The number of derivative securities in column 5 includes 1,099 vested dividend equivalent rights and a de minimus adjustment of 0.9126.

- (5) 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 525.8878 dividend equivalent rights being reported reflect 288.4787 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 237.4091 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

- (6) 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 425.4740 dividend equivalent rights being reported reflect 233.3961 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14, and 192.0779 dividend equivalent rights at \$33.61 per RSU credited to the reporting person's account on 04/02/14.

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.