

HEWLETT PACKARD CO
Form 4
December 10, 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 *
SCHULTZ JOHN F

2. Issuer Name and Ticker or Trading Symbol
HEWLETT PACKARD CO [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HEWLETT-PACKARD COMPANY, 3000 HANOVER STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, GC & SEC

(Street)
PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/08/2014 | | M | | 303,688 A \$ 13.83 | 361,892.7242 | D |
| Common Stock | 12/08/2014 | | S | | 303,688 (1) D \$ 38.4814 (3) | 58,204.7242 | D |
| Common Stock | 12/08/2014 | | M | | 13,190 A \$ 23.59 | 71,394.7242 | D |
| Common Stock | 12/08/2014 | | S | | 13,190 (2) D \$ 38.4814 (3) | 58,204.7242 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|----------------------|-------------|---|
| Common Stock | 12/08/2014 | M | 15,000 | A | \$ 28.41 | 73,204.7242 | D |
| Common Stock | 12/08/2014 | S | <u>15,000</u> (2) | D | \$ 38.4814 (3) | 58,204.7242 | D |
| Common Stock | 12/08/2014 | S | <u>13,553</u> (2) | D | \$ 38.4814 (3) | 44,651.7242 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 13.83 | 12/08/2014 | | M | 303,688 | 12/06/2014 ⁽⁴⁾ 12/06/2020 ⁽⁵⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.59 | 12/08/2014 | | M | 13,190 | 09/27/2012 ⁽⁴⁾ 09/27/2019 ⁽⁵⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.41 | 12/08/2014 | | M | 15,000 | 12/07/2012 ⁽⁴⁾ 12/07/2019 ⁽⁵⁾ | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SCHULTZ JOHN F
C/O HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CA 94304

EVP, GC & SEC

Signatures

/s/ Katie Colendich as Attorney-in-Fact for John F.
Schultz

12/10/2014

__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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/17/14.
- (2) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/04/14.
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$38.17 to \$38.885. Upon request, the reporting
- (3) 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.
- (4) This option became exercisable beginning on this date.
- (5) This option is no longer exercisable beginning on this date.

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.