

HEWLETT PACKARD CO
Form 4
August 29, 2013

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 *
SCHULTZ JOHN F

(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)
08/27/2013

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, GC & SEC

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 Ownership (Instr. 4)
Common Stock	08/27/2013		S	6,000 D	\$ 22.0225 39,920.2159 (1)	D	
Common Stock	08/29/2013		S	6,000 D	\$ 22.6101 33,920.2159 (2)	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 or Number of Shares
Restricted Stock Units	<u>(3)</u>	07/03/2013		A		11.533		<u>(4)</u>	<u>(4)</u>	Common Stock	11.533
Restricted Stock Units	<u>(3)</u>	07/03/2013		A		57.6648		<u>(5)</u>	<u>(5)</u>	Common Stock	57.6648
Restricted Stock Units	<u>(3)</u>	07/03/2013		A		46.1319		<u>(6)</u>	<u>(6)</u>	Common Stock	46.1319
Restricted Stock Units	<u>(3)</u>	07/03/2013		A		375.2595		<u>(7)</u>	<u>(7)</u>	Common Stock	375.2595

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ David Ritenour as Attorney-in-Fact for John F. Schultz	08/28/2013
**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 7.0271 shares at \$26.2924 per share acquired through dividends paid in shares on 07/15/13 under the HP 2011 Employee Stock Purchase Plan ("ESPP"). The total beneficial ownership also includes the acquisition of 2.9470 shares at \$25.2343 per share received on 07/05/13 through dividends paid in shares.

(2) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$22.6100 to \$22.6110. 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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purchased at each price within the range.

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

(4) As previously reported, on 12/10/10 the reporting person was granted 6,000 restricted stock units ("RSUs"), 2,000 of which vested on each of 12/10/11 and 12/10/12, and 2,000 of which will vest on 12/10/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 11.5330 dividend equivalent rights being reported reflect 11.5330 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13.

(5) As previously reported, on 12/07/11 the reporting person was granted 15,000 restricted stock units ("RSUs"), 5,000 of which vested on 12/07/12, and 5,000 of which will vest on each of 12/07/13 and 12/07/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 57.6648 dividend equivalent rights being reported reflect 57.6648 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13.

(6) As previously reported, on 05/16/12 the reporting person was granted 12,000 restricted stock units ("RSUs"), 4,000 of which vested on 05/16/13, and 4,000 of which will vest on each of 05/16/14 and 05/16/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 46.1319 dividend equivalent rights being reported reflect 46.1319 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13.

(7) As previously reported, on 12/06/12 the reporting person was granted 65,076 restricted stock units ("RSUs"), 21,692 of which will vest on each of 12/06/13, 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 375.2595 dividend equivalent rights being reported reflect 375.2595 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13.

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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