

HEWLETT PACKARD CO
Form 4
April 23, 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 *
Andreessen Marc L

(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)

04/21/2014

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)

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	(A) or (D)	Price
Common Stock					14,472 ⁽¹⁾	D	
Common Stock	07/03/2013		A		199.727	A	<u>(2)</u> 11,758.727

By Merrill Lynch ⁽²⁾

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

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SEC 1474 (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)	Amount of Number of Shares
Restricted Stock Units	(3)	07/03/2013		A	247,754 ⁽⁴⁾	(4) (4)	Common Stock	247,754
Restricted Stock Units	(3)	04/21/2014		A	8,610 ⁽⁵⁾	(5) (5)	Common Stock	8,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreesen Marc L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	X			

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Marc L. Andreesen 04/23/2014

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

The reporting person elected to defer the receipt of common stock until the termination of his service as a member of the HP's Board of

(2) Directors. The 199,727 dividends being reported reflect 64,699 dividends at \$25.18 per share deferred on 07/03/13; 76,128 dividends at \$21.40 per share deferred on 10/02/13; and 58,899 dividends at \$27.66 per share deferred on 01/02/14.

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

As previously reported, on 04/22/13 the reporting person was granted 13,918 restricted stock units ("RSUs"), all of which will cliff vest on 04/22/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The

(4) 247,754 dividend equivalent rights being reported reflect 80,257 dividend equivalent rights at \$25.18 per RSU credited to the reporting person's account on 07/03/13; 94,434 dividend equivalent rights at \$21.40 per RSU credited to the reporting person's account on 10/02/13; and 73,062 dividend equivalent rights at \$27.66 per RSU credited to the reporting person's account on 01/02/14.

(5) On 04/21/14 the reporting person was granted 8,610 RSUs, all of which will cliff vest on 04/21/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

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