

HEWLETT PACKARD CO
Form 3
June 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â YOUNGJOHNS ROBERT | | (Month/Day/Year) | HEWLETT PACKARD CO [HPQ] | |
| (Last) | (First) | (Middle) | 06/02/2014 | |
| C/O HEWLETT-PACKARD COMPANY,Â 3000 HANOVER STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94304 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP and GM, HP Software | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|---------------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 09/19/2013 ⁽¹⁾ | 09/19/2020 ⁽²⁾ | Common Stock | 50,507 | \$ 18.1 | D | Â |
| Employee Stock Option (right to buy) | 01/16/2014 ⁽¹⁾ | 01/16/2021 ⁽²⁾ | Common Stock | 145,265 | \$ 17.21 | D | Â |
| Employee Stock Option (right to buy) | 12/11/2014 ⁽¹⁾ | 12/11/2021 ⁽²⁾ | Common Stock | 57,900 | \$ 26.99 | D | Â |
| Restricted Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 86,411.8982 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 49,784.19 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 19,484.6933 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNGJOHNS ROBERT C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304 | Â | Â | Â EVP and GM, HP Software | Â |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Robert Youngjohns

06/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option became exercisable in three annual installments beginning on this date.
- (2) This option is no longer exercisable beginning on this date.
- (3) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
- (4) On 09/19/12 the Reporting Person was granted 125,000 restricted stock units ("RSUs"), 41,666 of which vested on 09/19/13, and 41,667 of which will vest on each of 09/19/14 and 09/19/15. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of units reported includes 3,077.8982 dividend equivalent rights accrued but not released since the grant date.
- (5) On 01/16/13 the Reporting Person was granted 72,633 RSUs, 24,211 of which vested on 01/16/14, and 24,211 of which will vest on each of 01/16/15 and 01/16/16. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common

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stock. The number of units reported includes 1,362.1900 dividend equivalent rights accrued but not released since the grant date.

On 12/11/13 the Reporting Person was granted 19,300 RSUs, 6,433 of which will vest on each of 12/11/14 and 12/11/15, and 6,434 of (6) 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 number of units reported includes 184.6933 dividend equivalent rights accrued but not released since the grant date.

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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