

KEOGH TRACY S
Form 4
December 11, 2017

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 *
KEOGH TRACY S

2. Issuer Name and Ticker or Trading Symbol
HP INC [HPQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1501 PAGE MILL RD

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2017

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
Chief HR Officer

(Street)
PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/07/2017 | | M | | 24,670 (1) | A | \$ 0 195,587 D |
| Common Stock | 12/07/2017 | | F | | 12,873 | D | \$ 20.97 182,714 D |

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

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | (1) | 12/07/2017 | | M | 24,670 (2) | (2) (2) | Common Stock | 24,670 (2) |
| Restricted Stock Units | (1) | 12/07/2017 | | A | 62,661 (3) | (3) (3) | Common Stock | 62,661 (3) |
| Performance Adjusted Restricted Stock Units | (1) | 12/07/2017 | | A | 88,147 (4) | (4) (4) | Common Stock | 88,147 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEOGH TRACY S 1501 PAGE MILL RD PALO ALTO, CA 94304 | | | Chief HR Officer | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Tracy S. Keogh 12/11/2017

__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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of HP common stock.

(2) On 12/7/2016, the reporting person was granted 71,827 RSUs, 23,942 of which vested on 12/7/2017, 23,942 of which are scheduled to vest on 12/7/2018 and 23,943 are scheduled to vest on 12/7/2019. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 728 vested dividend equivalent rights.

(3) On 12/7/2017, the reporting person was granted 62,661 RSUs, one-third of which vest annually over three years on the anniversary of the grant date. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock.

(4) On 12/7/2017, the reporting person was granted 88,147 Performance Adjusted Restricted Stock Units ("PARSUs"), 50% of which will be earned on each of 12/7/2019 and 12/7/2020 subject to certain relative total stockholder return conditions being met as of those dates, and 50% of which will be earned on each of 12/7/2018, 12/7/2019 and 12/7/2020 subject to certain earnings per share conditions being met as of those dates. A portion of the earned units will vest on each of 12/7/2019 and 12/7/2020. Dividend equivalent rights accrue with respect

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to these PARSUs when and as dividends are paid on HP common stock.

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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