

KEOGH TRACY S
Form 4
December 12, 2017

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 *
KEOGH TRACY S

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

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2017

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)
Chief HR Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/09/2017 | | M | | 34,141 (1) \$ 0 | 216,855 | D |
| Common Stock | 12/09/2017 | | F | | 17,816 \$ 21.07 | 199,039 | D |
| Common Stock | 12/10/2017 | | M | | 18,930 (1) \$ 0 | 217,969 | D |
| Common Stock | 12/10/2017 | | F | | 9,878 \$ 21.07 | 208,091 | D |
| Common Stock | 12/10/2017 | | M | | 31,550 (1) \$ 0 | 239,641 | D |

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Common Stock 12/10/2017 F 16,464 D \$ 21.07 223,177 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 12/09/2017 | | M | 34,141 | <u>(2)</u> <u>(2)</u> | Common Stock | 34,141 |
| Restricted Stock Units | <u>(1)</u> | 12/10/2017 | | M | 18,930 | <u>(3)</u> <u>(3)</u> | Common Stock | 18,930 |
| Restricted Stock Units | <u>(1)</u> | 12/10/2017 | | M | 31,550 | <u>(4)</u> <u>(4)</u> | Common Stock | 31,550 |

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

12/12/2017

 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 12/9/2015, the reporting person was granted 95,789 RSUs, 31,929 of which vested on 12/9/2016, 31,930 of which vested on 12/9/2017 and 31,930 of which are scheduled to vest 12/9/2018. 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 2,211 vested dividend equivalent rights.

(3) On 12/10/2014, the reporting person was granted 52,080 RSUs, 17,359 of which vested on 9/17/2015, 17,360 of which vested on 12/10/2016, and 17,361 of which vested on 12/10/2017. 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 1,569 vested dividend equivalent rights. The amounts reflected in this footnote reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.

(4) On 12/10/2014, the reporting person was granted 115,735 RSUs, 28,932 of which vested on 9/17/2015, 28,934 of which vested on 12/10/2016, 28,933 of which vested on 12/10/2017 and 28,936 of which will vest on 12/10/2018. 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 2,617 vested dividend equivalent rights. The amounts reflected in this footnote reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.

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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