

HP INC
Form 4
December 13, 2016

FORM 4

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

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

OMB APPROVAL

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(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)
11/29/2016

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)
X 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	11/29/2016		M		25,811	A	\$ 15.15	172,251	D
Common Stock	11/29/2016		F		13,469	D	\$ 15.15	158,782	D
Common Stock	12/09/2016		M		33,170	A	\$ 15.78	191,952	D
Common Stock	12/09/2016		F		17,309	D	\$ 15.78	174,643	D
Common Stock	12/10/2016		M		49,075	A	\$ 15.78	223,718	D

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Common Stock 12/10/2016 F 25,609 D \$ 15.78 198,109 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Adjusted Restricted Stock Units	(1)	11/29/2016		M	25,811 (2)	(2) (2)	Common Stock 25,811
Restricted Stock Unit	(1)	12/09/2016		M	33,170	(3) (3)	Common Stock 33,170
Restricted Stock Units	(1)	12/10/2016		M	18,403	(4) (4)	Common Stock 18,403
Restricted Stock Units	(1)	12/10/2016		M	30,672	(5) (5)	Common Stock 30,672

Reporting Owners

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

Signatures

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

12/13/2016

__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) As previously reported, on 12/11/2014 the reporting person was granted 46,456 performance adjusted restricted stock units ("PARSUs"), of which 24,831 vested on 11/29/2016 based on the achievement of certain return on invested capital performance conditions and total stockholder return conditions. Dividend equivalent units accrued with respect to these PARSUs when and as dividends were paid on HP common stock. The number of derivative securities in column 5 includes 980 vested dividend equivalent units.

(3) On 12/9/2015 the reporting person was granted 95,789 RSUs, 31,929 of which vested on 12/9/2016, and 31,930 of which will vest on each of 12/9/2017 and 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 1,241 vested dividend equivalent rights.

(4) 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 will vest 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 1,043 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.

(5) 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 will vest 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 1,738 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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