

KEOGH TRACY S

Form 4

December 11, 2018

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

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)
12/07/2018

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

Chief HR Officer

(Street)

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

PALO ALTO, CA 94304

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/07/2018		M		46,654	A \$ 0	283,384 D
Common Stock	12/07/2018		F		23,132 (1)	D \$ 22.93	260,252 D
Common Stock	12/09/2018		M		34,921	A \$ 0	295,173 D
Common Stock	12/09/2018		F		17,314 (2)	D \$ 22.93	277,859 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	12/07/2018		A	61,055 (4)	(4) (4)	Common Stock 61,0
Performance Adjusted Restricted Stock Units	(5)	12/07/2018		A	84,183 (5)	(5) (5)	Common Stock 84,1
Restricted Stock Units	(3)	12/07/2018		M	25,255 (6)	(6) (6)	Common Stock 25,2
Restricted Stock Units	(3)	12/07/2018		M	21,399 (7)	(7) (7)	Common Stock 21,3
Restricted Stock Units	(3)	12/09/2018		M	34,921 (8)	(8) (8)	Common Stock 34,9

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

12/11/2018

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) 23,132 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

(2) 17,314 shares were withheld by HP to satisfy tax withholding on vesting of RSUs.

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

(4) On 12/7/2018, the reporting person was granted 61,055 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.

On 12/7/2018, the reporting person was granted 84,183 Performance Adjusted Restricted Stock Units ("PARSUs"), 50% of which will be earned on each of 12/7/2020 and 12/7/2021 subject to certain relative total stockholder return conditions being met as of those dates, and

(5) 50% of which will be earned on each of 12/7/2019, 12/7/2020 and 12/7/2021 subject to certain earnings per share conditions being met as of those dates. A portion of the earned units will vest on each of 12/7/2020 and 12/7/2021. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.

On 12/7/2016, the reporting person was granted 71,827 RSUs, 23,942 of which vested on each of 12/7/2017 and 12/7/2018, and 23,943 of

(6) which 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 1,313 vested dividend equivalent rights.

On 12/7/2017, the reporting person was granted 62,661 RSUs, 20,887 of which vested on 12/7/2018, and of which 20,887 are scheduled

(7) to vest on each of 12/7/2019 and 12/7/2020. 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 512 vested dividend equivalent rights.

On 12/9/2015, the reporting person was granted 95,789 RSUs, 31,929 of which vested on each of 12/9/2016, and of which 31,930 vested

(8) on both 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 2,991 vested dividend equivalent rights.

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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