

HP INC
Form 4
November 04, 2015

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 *
LESJAK CATHERINE A

(Last) (First) (Middle)

C/O HP INC., 1501 PAGE MILL ROAD

(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)
11/02/2015

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)
CFO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					0 ⁽¹⁾	D	
Common Stock					29,549 ⁽²⁾	I	By Joint Account with Spouse
Common Stock					306 ⁽³⁾	I	By Spouse

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

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SEC 1474 (9-02)

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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
Employee Stock Option (right to buy)	\$ 13.83	11/02/2015		A	606,599	11/02/2016 ⁽⁴⁾	11/02/2023 ⁽⁵⁾			Common Stock
Restricted Stock Units	⁽⁶⁾	11/02/2015		A	180,766 ⁽⁷⁾	⁽⁷⁾	⁽⁷⁾			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESJAK CATHERINE A C/O HP INC. 1501 PAGE MILL ROAD PALO ALTO, CA 94304			CFO	

Signatures

Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak 11/04/2015

 **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) The total direct beneficial ownership reflects a decrease of 6,282 shares due to the transfer of 6,282 shares into a Joint Account with the reporting person's spouse on 10/05/15.
- (2) The total indirect beneficial ownership reflects an increase of 6,282 shares due to the transfer of 6,282 shares previously reported as being held directly by the reporting person into a Joint Account with the reporting person's spouse on 10/05/15.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.

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(4) The performance contingent stock options will vest 33.3% on each of the first two anniversaries of the grant date, and 33.4% on the third anniversary, in each case subject to the satisfaction of certain stock price performance conditions being met within five years following the grant date.

(5) This option is no longer exercisable beginning on this date.

(6) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

(7) On 11/02/15 the reporting person was granted 180,766 restricted stock units ("RSUs"), 60,255 of which will vest on each of 11/02/16 and 11/02/17, and 60,256 of which will vest on 11/02/18. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on Issuer's 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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