

LESJAK CATHERINE A
Form 4
December 11, 2018

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 *
LESJAK CATHERINE A

(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)
12/07/2018

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)
Interim COO

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	12/07/2018		M	78,718 A \$ 0	270,143	D	
Common Stock	12/07/2018		F	37,252 (1) D \$ 22.93	232,891	D	
Common Stock	12/09/2018		M	60,208 A \$ 0	293,099	D	
Common Stock	12/09/2018		F	28,558 (2) D \$ 22.93	264,541	D	
Common Stock					306 (3)	I	Held by Spouse

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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	(4)	12/07/2018		M	43,543 (5)	(5) (5)	Common Stock	43,543 (5)
Restricted Stock Units	(4)	12/07/2018		M	35,175 (6)	(6) (6)	Common Stock	35,175 (6)
Restricted Stock Units	(4)	12/09/2018		M	60,208 (7)	(7) (7)	Common Stock	60,208 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESJAK CATHERINE A 1501 PAGE MILL RD PALO ALTO, CA 94304			Interim COO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak
 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) 37,252 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

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- (2) 28,558 shares were withheld by HP to satisfy tax withholding on vesting of RSUs.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (4) Each RSU represents a contingent right to receive one share of HP common stock.

(5) On 12/7/2016, the reporting person was granted 123,839 RSUs, 41,279 of which vested on each of 12/7/2017, of which 41,280 vested on 12/7/2018, and 41,280 of which is 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 2,263 vested dividend equivalent rights.

(6) On 12/7/2017, the reporting person was granted 103,004 RSUs, 34,334 of which vested on 12/7/2018, and of which 34,335 are scheduled 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 841 vested dividend equivalent rights.

(7) On 12/9/2015, the reporting person was granted 165,153 RSUs, 55,051 of which vested on each of 12/9/2016, 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 5,157 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.