

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 11/29/2016                              |   | M                                    | 25,811 A  | \$<br>15.15  | 172,251  | D   |
| Common<br>Stock                       | 11/29/2016                              |   | F                                    | 13,469 D  | \$<br>15.15  | 158,782  | D   |
| Common<br>Stock                       | 12/09/2016                              |   | M                                    | 33,170 A  | \$<br>15.78  | 191,952  | D   |
| Common<br>Stock                       | 12/09/2016                              |   | F                                    | 17,309 D  | \$<br>15.78  | 174,643  | D   |
| Common<br>Stock                       | 12/10/2016                              |   | M                                    | 49,075 A  | \$<br>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<br>1501 PAGE MILL RD<br>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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