KEOGH TRACY S
Form 4
December 11, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
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)
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	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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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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Numb of Sh
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.

(5) 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 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.

(6) 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 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.

(7) 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 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.

(8) 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 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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