

FLAXMAN JON E
Form 4
November 30, 2017

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 *
FLAXMAN JON E

(Last) (First) (Middle)
1501 PAGE MILL RD, C/O HP
(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)
11/28/2017

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 Operating 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 | | |
| Common Stock | 11/28/2017 | | M | | 156,976 | A | \$ 12.47 243,096 D |
| Common Stock | 11/28/2017 | | M | | 36,753 | A | \$ 12.49 279,849 D |
| Common Stock | 11/28/2017 | | M | | 43,239 | A | \$ 6.4 323,088 D |
| Common Stock | 11/28/2017 | | S | | 271,968 | D | \$ 21.3441 51,120 D |
| | | | | | (1) | | (2) |

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

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SEC 1474
(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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Employee Stock Options (right to buy) | \$ 12.47 | 11/28/2017 | | M | 156,976 (3) (4) | 10/30/2017 ⁽⁵⁾ 10/29/2023 ⁽⁶⁾ | Common Stock |
| Non-Qualified Employee Stock Options (right to buy) | \$ 12.49 | 11/28/2017 | | M | 36,753 (7) | 12/11/2016 ⁽⁵⁾ 12/10/2021 ⁽⁶⁾ | Common Stock |
| Non-Qualified Employee Stock Options (right to buy) | \$ 6.4 | 11/28/2017 | | M | 43,239 (8) | 12/06/2015 ⁽⁵⁾ 12/05/2020 ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAXMAN JON E 1501 PAGE MILL RD C/O HP PALO ALTO, CA 94304 | | | Chief Operating Officer | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Jon Flaxman

11/30/2017

__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) 35,000 shares were sold pursuant to a 10b5-1 plan adopted by the reporting person on 12/20/2016 and 236,968 shares were sold pursuant to a 10b5-1 plan adopted by the reporting person on 9/29/2017.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.16-\$21.48, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The share amounts reported reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.
- (4) On October 30, 2015, the reporting person was granted performance contingent options to purchase a total of 470,928 shares. The stock options vest 1/3 annually on each of the anniversaries of the grant date, 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 became exercisable beginning on this date.
- (6) This option is no longer exercisable following this date.
- (7) On December 11, 2013, the reporting person was granted an option to purchase a total of 110,259 shares (post conversion), vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (8) On December 6, 2012, the reporting person was granted an option to purchase a total of 129,717 shares (post conversion), vesting in three equal annual installments beginning on the first anniversary of the grant date.

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.