

KEOGH TRACY S

Form 4

December 11, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KEOGH TRACY S

2. Issuer Name **and** Ticker or Trading  
Symbol  
HP INC [HPQ]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1501 PAGE MILL RD

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief HR Officer

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

PALO ALTO, CA 94304

(City) (State) (Zip)

**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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 12/07/2018                              |                                                             | M                                    |                                                                         | 46,654                                                                                                             | A \$ 0                                                               | 283,384 D                                                         |
| Common<br>Stock                       | 12/07/2018                              |                                                             | F                                    |                                                                         | 23,132<br>(1)                                                                                                      | D \$<br>22.93                                                        | 260,252 D                                                         |
| Common<br>Stock                       | 12/09/2018                              |                                                             | M                                    |                                                                         | 34,921                                                                                                             | A \$ 0                                                               | 295,173 D                                                         |
| Common<br>Stock                       | 12/09/2018                              |                                                             | F                                    |                                                                         | 17,314<br>(2)                                                                                                      | D \$<br>22.93                                                        | 277,859 D                                                         |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Amount of Underlying Security (Instr. 3 and 4) |                 |              |                            |
|---------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                             |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                      | (3)                                                    | 12/07/2018                           |                                                    | A                              |                                                                                         | 61,055<br>(4)                                            |     | (4)                                                         | (4)             | Common Stock | 61,055                     |
| Performance Adjusted Restricted Stock Units | (5)                                                    | 12/07/2018                           |                                                    | A                              |                                                                                         | 84,183<br>(5)                                            |     | (5)                                                         | (5)             | Common Stock | 84,183                     |
| Restricted Stock Units                      | (3)                                                    | 12/07/2018                           |                                                    | M                              |                                                                                         | 25,255<br>(6)                                            |     | (6)                                                         | (6)             | Common Stock | 25,255                     |
| Restricted Stock Units                      | (3)                                                    | 12/07/2018                           |                                                    | M                              |                                                                                         | 21,399<br>(7)                                            |     | (7)                                                         | (7)             | Common Stock | 21,399                     |
| Restricted Stock Units                      | (3)                                                    | 12/09/2018                           |                                                    | M                              |                                                                                         | 34,921<br>(8)                                            |     | (8)                                                         | (8)             | Common Stock | 34,921                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                  |       |
|-----------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                           | Director      | 10% Owner | Officer          | Other |
| KEOGH TRACY S<br>1501 PAGE MILL RD<br>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.

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

(5) 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.

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

(6) 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.

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

(7) 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.

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

(8) 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.

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.