

WEISLER DION J
Form 4
December 11, 2018

FORM 4

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

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).

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 *
WEISLER DION J

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)

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

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

1501 PAGE MILL RD

President and CEO

(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 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	12/07/2018		M		192,440	A	\$ 0 1,248,276
Common Stock	12/07/2018		F		95,414 (1)	D	\$ 22.93 1,152,862
Common Stock	12/09/2018		M		144,499	A	\$ 0 1,297,361
Common Stock	12/09/2018		F		71,644 (2)	D	\$ 22.93 1,225,717
Common Stock	12/11/2018		S		116,134 (3)	D	\$ 22.9874 1,109,583 (4)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(5)	12/07/2018		A	252,944 (6)	(6)	(6)	Common Stock	2
Performance Adjusted Restricted Stock Units	(7)	12/07/2018		A	348,760 (7)	(7)	(7)	Common Stock	3
Restricted Stock Units	(5)	12/07/2018		M	104,503 (8)	(8)	(8)	Common Stock	1
Restricted Stock Units	(5)	12/07/2018		M	87,937 (9)	(9)	(9)	Common Stock	8
Restricted Stock Units	(5)	12/09/2018		M	144,499	(10)	(10)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISLER DION J 1501 PAGE MILL RD PALO ALTO, CA 94304			President and CEO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler
 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).

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- (1) 95,414 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").
- On 12/9/2015, the reporting person was granted 396,367 RSUs, 132,122 of which vested on each of 12/9/2016 and 12/9/2017, and of which 132,123 vested on 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 12,376 vested dividend equivalent rights.
- (10) 167,058 shares were withheld by HP to satisfy tax withholding on vesting of RSUs.
- (2) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 06/28/18.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.815-\$23.33, 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.
- (4) Each RSU represents a contingent right to receive one share of HP common stock.
- (5) On 12/7/2018, the reporting person was granted 252,944 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 348,760 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.
- (7) On 12/7/2016, the reporting person was granted 297,214 RSUs, 99,071 of which vested on each of 12/7/2017 and 12/7/2018, and 99,072 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 5,432 vested dividend equivalent rights.
- (8) On 12/7/2017, the reporting person was granted 257,511 RSUs, 85,837 of which vested on 12/7/2018, and of which 85,837 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 2,100 vested dividend equivalent rights.
- (9)

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.