

Rivera Kim M
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rivera Kim M

(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 Legal Officer, GC & Sec

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 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)
Common Stock	12/07/2018		M	45,445 A \$ 0	132,647	D	
Common Stock	12/07/2018		F	22,533 (1) D \$ 22.93	110,114	D	
Common Stock	12/09/2018		M	31,309 A \$ 0	141,423	D	
Common Stock	12/09/2018		F	15,524 (2) D \$ 22.93	125,899	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Restricted Stock Units	(3)	12/07/2018		A	87,222 (4)	(4) (4)	Common Stock 87
Performance Adjusted Restricted Stock Units	(5)	12/07/2018		A	120,262 (5)	(5) (5)	Common Stock 12
Restricted Stock Units	(3)	12/07/2018		M	23,949 (6)	(6) (6)	Common Stock 23
Restricted Stock Units	(3)	12/07/2018		M	21,496 (7)	(7) (7)	Common Stock 21
Restricted Stock Units	(3)	12/09/2018		M	31,309	(8) (8)	Common Stock 31

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rivera Kim M 1501 PAGE MILL RD PALO ALTO, CA 94304	Chief Legal Officer, GC & Sec

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Kim Rivera
 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) 22,533 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

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- (2) 15,524 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 87,222 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 120,262 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,

- (5) 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.

On 12/7/2016, the reporting person was granted 68,111 RSUs, 22,703 of which vested on 12/7/2017, 22,704 of which vested on 12/7/2018, and 22,704 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 1,245 vested dividend equivalent rights.

- (6)
- (7) On 12/7/2017, the reporting person was granted 62,947 RSUs, 20,982 of which vested on 12/7/2018, 20,982 of which are scheduled to vest on 12/7/2019, and 20,983 of which will vest on 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 514 vested dividend equivalent rights.

On 12/9/2015, the reporting person was granted 85,879 RSUs, 28,626 of which vested on each of 12/9/2016 and 12/9/2017, and of which

- (8) 28,627 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 2,682 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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