

Rivera Kim M
 Form 4
 December 11, 2018

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 *
 Rivera Kim M

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
 (Street)

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

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Legal Officer, GC & Sec

PALO ALTO, CA 94304

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

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

(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 or (D) Price | | |
| 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) | 8. Amount of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| 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, 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.
- (5) 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) 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.
- (7) 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 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.
- (8)

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.