

HP INC

Form 4

December 09, 2016

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Freire Ingrid

(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)  
12/07/2016

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)

President and CEO

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)
				(A) or (D)			
				Code V Amount	Price		

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  
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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## Edgar Filing: HP INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount of Number of Shares
Performance Adjusted Restricted Stock Units	<u>(1)</u>	12/07/2016	A		408,111 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock		408,111
Restricted Stock Units	<u>(1)</u>	12/07/2016	A		297,214 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock		297,214

## Reporting Owners

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

## Signatures

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

12/09/2016

**\*\*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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of HP common stock.

(2) On 12/7/16 the reporting person was granted 408,111 performance adjusted restricted stock units ("PARSUs"), 50% of which will be earned on each of 12/7/18 and 12/7/19 subject to certain relative total stockholder return conditions being met as of those dates, and 50% of which will be earned on each of 12/7/17, 12/7/18 and 12/7/19 subject to certain earnings per share conditions being met as of those dates. A portion of the earned units will vest on each of 12/7/18 and 12/7/19. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.

(3) On 12/07/16 the reporting person was granted 297,214 RSUs, 99,071 of which will vest on each of 12/07/17 and 12/07/2018, and 99,072 of which will vest on 12/07/2019. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the HP common stock.

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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