

LORES ENRIQUE
Form 4
December 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LORES ENRIQUE

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

(Street)

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

President, PSS

PALO ALTO, CA 94304

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Price | | |
| Common Stock | 12/07/2018 | | M | | 65,228 A \$ 0 | 264,161 | D |
| Common Stock | 12/07/2018 | | F | | 32,341 (1) D \$ 22.93 | 231,820 | D |
| Common Stock | 12/09/2018 | | M | | 42,146 A \$ 0 | 273,966 | D |
| Common Stock | 12/09/2018 | | F | | 20,897 (2) D \$ 22.93 | 253,069 | D |

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

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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 (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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| Restricted Stock Units | (3) | 12/07/2018 | | Code V A | (A) 98,561 (4) | (4) | (4) | Common Stock | 98 |
| Performance Adjusted Restricted Stock Units | (5) | 12/07/2018 | | A | 135,896 (5) | (5) | (5) | Common Stock | 135 |
| Restricted Stock Units | (3) | 12/07/2018 | | M | | (6) | (6) | Common Stock | 32,658 (6) |
| Restricted Stock Units | (3) | 12/07/2018 | | M | | (7) | (7) | Common Stock | 32,570 (7) |
| Restricted Stock Units | (3) | 12/09/2018 | | M | | (8) | (8) | Common Stock | 42,146 (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LORES ENRIQUE 1501 PAGE MILL RD PALO ALTO, CA 94304 | | | President, PSS | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Enrique Lores
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) 32,341 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

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- (2) 20,897 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 98,561 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 135,896 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 92,879 RSUs, 30,959 of which vested on 12/7/2017, 30,960 of which vested on 12/7/2018, and 30,960 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 1,698 vested dividend equivalent rights.
- (6) On 12/7/2017, the reporting person was granted 95,374 RSUs, 31,791 of which vested on 12/7/2018, 31,791 of which are scheduled to vest on 12/7/2019 and of which 31,792 are scheduled to 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 779 vested dividend equivalent rights.
- (7) On 12/9/2015, the reporting person was granted 115,607 RSUs, 1/3rd of which vested on each of 12/9/2016, 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 3,610 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.