

CHO ALEX
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 *
CHO ALEX

(Last) (First) (Middle)

HP INC, 1501 PAGE MILL ROAD

(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)

President, Personal Systems

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 12/07/2018 | | M | | 36,154 | A | \$ 0 | 36,154 | D |
| Common Stock | 12/07/2018 | | F | | 14,209 (1) | D | \$ 22.93 | 21,945 | D |
| Common Stock | 12/09/2018 | | M | | 13,547 | A | \$ 0 | 35,492 | D |
| Common Stock | 12/09/2018 | | F | | 6,718 (2) | D | \$ 22.93 | 28,774 | 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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (3) | 12/07/2018 | | A | 69,778 (4) | (4) | (4) | Common Stock | 69,778 |
| Performance Adjusted Restricted Stock Units | (5) | 12/07/2018 | | A | 96,210 (5) | (5) | (5) | Common Stock | 96,210 |
| Restricted Stock Units | (3) | 12/07/2018 | | M | 20,683 (6) | (6) | (6) | Common Stock | 20,683 |
| Restricted Stock Units | (3) | 12/07/2018 | | M | 15,471 (7) | (7) | (7) | Common Stock | 15,471 |
| Restricted Stock Units | (3) | 12/09/2018 | | M | 13,547 | (8) | (8) | Common Stock | 13,547 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHO ALEX HP INC 1501 PAGE MILL ROAD PALO ALTO, CA 94304 | | | President, Personal Systems | |

Signatures

/s/ Katie Colendich as Attorney-in-Fact for CHO ALEX
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) 14,209 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

(2) 6,718 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 69,778 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 96,210 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

(5) 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 58,824 RSUs, 19,608 of which vested on each of 12/7/2017 and 12/7/2018, and of which

(6) 19,608 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 1,075 vested dividend equivalent rights.

On 12/7/2017, the reporting person was granted 45,303 RSUs, 15,101 of which vested on 12/7/2018 and of which 15,101 are scheduled to

(7) 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 370 vested dividend equivalent rights.

On 12/9/2015, the reporting person was granted 37,159 RSUs, 12,386 of which vested on each of 12/9/2016 and 12/9/2017, and of which

(8) 12,387 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 1,160 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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