

WEISLER DION J
Form 4
December 11, 2017

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 *
WEISLER DION J

(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)
12/07/2017

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/07/2017		M		102,081 (1)	A	\$ 0 641,529 D
Common Stock	12/07/2017		F		53,267	D	\$ 20.97 588,262 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	12/07/2017		M	102,081 (2)	(2)	(2)	Common Stock
Restricted Stock Units	(1)	12/07/2017		A	257,511 (3)	(3)	(3)	Common Stock
Performance Adjusted Restricted Stock Units	(1)	12/07/2017		A	362,249 (4)	(4)	(4)	Common Stock

Reporting Owners

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

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Dion J. Weisler
12/11/2017

__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 12/7/2016, the reporting person was granted 297,214 RSUs, 99,071 of which vested on 12/7/2017, 99,071 of which is scheduled to vest on 12/7/2018 and 99,072 of which is 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 3,010 vested dividend equivalent rights.

(3) On 12/7/2017, the reporting person was granted 257,511 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.

(4) On 12/7/2017, the reporting person was granted 362,249 Performance Adjusted Restricted Stock Units ("PARSUs"), 50% of which will be earned on each of 12/7/2019 and 12/7/2020 subject to certain relative total stockholder return conditions being met as of those dates, and 50% of which will be earned on each of 12/7/2018, 12/7/2019 and 12/7/2020 subject to certain earnings per share conditions being met as of those dates. A portion of the earned units will vest on each of 12/7/2019 and 12/7/2020. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.

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