

LESJAK CATHERINE A  
 Form 4  
 December 06, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LESJAK CATHERINE A

(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)  
 12/04/2017

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)  
 CFO

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 Indirect Beneficial Ownership (Instr. 4) |                    |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|---|-----------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                    |   |           |
| Common Stock                    | 12/04/2017                           |  | M                              |   | 53,701  | A  | \$ 0  | 84,509             | D |           |
| Common Stock                    | 12/04/2017                           |  | F                              |   | 28,022  | D  | \$ 21.08  | 56,487             | D |           |
| Common Stock                    | 12/04/2017                           |  | M                              |   | 151,849   | A  | \$ 0  | 208,336            | D |           |
| Common Stock                    | 12/04/2017                           |  | F                              |   | 79,235  | D  | \$ 21.08  | 129,101            | D |           |
| Common Stock                    |                                      |  |                                |   |   |  |   | 306 <sup>(1)</sup> | I | by Spouse |

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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 Securities (Instr. 3 and 4) |              |                         |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number of Shares |
| Performance Adjusted Restricted Stock Units | (2)  | 12/04/2017                           |  | M                              | 53,701 (3)  | (3)  | (3)   | Common Stock | 53,701                  |
| Performance Adjusted Restricted Stock Units | (2)  | 12/04/2017                           |  | M                              | 151,849 (4)   | (4)  | (4)   | Common Stock | 151,849                 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LESJAK CATHERINE A<br>1501 PAGE MILL RD<br>PALO ALTO, CA 94304 |               |           | CFO     |       |

## Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak 12/06/2017

\_\_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) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of HP common stock.
- (3) As previously reported, on 12/11/2014 the reporting person was granted 85,173 performance adjusted target restricted stock units ("PARSUs"). On 11/29/2016 45,525 PARSUs vested and, on 12/4/2017, 50,125 PARSUs vested based on the achievement of certain

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return on invested capital performance conditions and total stockholder return conditions. Dividend equivalent units accrued with respect to these PARSUs when and as dividends were paid on HP common stock. The number of derivative securities in column 5 includes 3,576 vested dividend equivalent units.

- (4) As previously reported, on 12/9/2015 the reporting person was granted 240,841 performance adjusted target restricted stock units ("PARSUs"). On 12/4/2017 141,735 PARSUs vested based on the achievement of certain return on invested capital performance conditions and total stockholder return conditions. Dividend equivalent units accrued with respect to these PARSUs when and as dividends were paid on HP common stock. The number of derivative securities in column 5 includes 10,114 vested dividend equivalent units.

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.