

KEOGH TRACY S

Form 4

November 28, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEOGH TRACY S

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)

1501 PAGE MILL RD

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Chief HR Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PALO ALTO, CA 94304

(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 (A) or (D)	Price	
Common Stock	11/26/2018		M		156,331	A \$ 0	314,240 D
Common Stock	11/26/2018		F		77,510 (1)	D \$ 22.81	236,730 D

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

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information contained in this form are not
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(9-02)

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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 of Number of Shares
Performance Adjusted Restricted Stock Units	(2)	11/26/2018		M	49,677 (3)	(3) (3)	Common Stock 49,677
Performance Adjusted Restricted Stock Units	(2)	11/26/2018		M	106,654 (4)	(4) (4)	Common Stock 106,654

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEOGH TRACY S 1501 PAGE MILL RD PALO ALTO, CA 94304	Chief HR Officer

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Tracy S. Keogh 11/28/2018

**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) 77,510 shares were withheld by HP to satisfy tax withholding on vesting of PARSUs.

(2) Each performance adjusted restricted stock unit ("PARSU") represents a contingent right to receive one share of HP common stock.

(3) As previously reported, on 12/7/2016 the reporting person was granted 98,627 performance adjusted target restricted stock units ("PARSUs"). On 11/26/2018, 47,095 PARSUs vested based on the achievement of certain earnings per share. 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 2,582 vested dividend equivalent units.

(4) As previously reported, on 12/9/2015 the reporting person was granted 139,688 performance adjusted target restricted stock units ("PARSUs"). On 11/26/2018, 97,153 PARSUs vested based on the achievement of certain earnings per share. 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 9,501 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.

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