

WEISLER DION J
Form 4
November 06, 2017

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 *
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)
11/02/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2017		M	525,719 A	\$ 13.83 865,216	D	
Common Stock	11/02/2017		S	525,719 (1) D	\$ 21.2229 339,497 (2)	D	
Common Stock	11/02/2017		M	167,510 A	\$ 0 (3) 507,007	D	
Common Stock	11/02/2017		F	87,408 D	\$ 21.44 419,599	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 13.83	11/02/2017		M	525,719	(4) 11/01/2023(5)	Common Stock 525,719
Restricted Stock Unit	(3)	11/02/2017		M	167,510 (6)	(6) (6)	Common Stock 167,510

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

11/06/2017

__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) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by this reporting person on 6/23/2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$21.07-\$21.43, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of HP common stock.

(4)

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On November 2, 2015, the reporting person was granted performance contingent options to purchase a total of 1,577,157 shares. The stock options vest 1/3 annually on each of the anniversaries of the grant date, in each case subject to the satisfaction of certain stock price performance conditions being met within five years following the grant date.

- (5) This option is no longer exercisable following this date.

On 11/2/2015 the reporting person was granted 469,993 restricted stock units ("RSUs"), 156,664 of which vested on 11/2/2016, and 156,664 of which will vest on 11/2/2017 and 156,665 will vest on 11/2/2018. Dividend equivalent rights accrue with respect to these

- (6) RSUs when and as dividends are paid on HP common stock. The number of derivative securities in column 5 includes 10,846 vested dividend equivalent rights. The amounts reflected in this footnote reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.

- (7) The share amounts reported reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.

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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