

LESJAK CATHERINE A  
Form 4  
December 11, 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 \*  
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)  
12/07/2018

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 \_\_\_\_ Other (specify  
below) below)  
Interim COO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/07/2018                              |                                                             | M                                    | 78,718 A \$ 0                                                       | 270,143                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/07/2018                              |                                                             | F                                    | 37,252<br>(1) D \$ 22.93                                            | 232,891                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/09/2018                              |                                                             | M                                    | 60,208 A \$ 0                                                       | 293,099                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/09/2018                              |                                                             | F                                    | 28,558<br>(2) D \$ 22.93                                            | 264,541                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 306 (3)                                                                                                            | I                                                                    | Held by<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Title and<br>Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                                                        |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 12/07/2018                              |                                                             | M                                       | 43,543<br>(5)                                                                                                | (5)                                                            | (5)                | Common<br>Stock                                                     | 43,543<br>(5)                       |                                                                        |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 12/07/2018                              |                                                             | M                                       | 35,175<br>(6)                                                                                                | (6)                                                            | (6)                | Common<br>Stock                                                     | 35,175<br>(6)                       |                                                                        |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 12/09/2018                              |                                                             | M                                       | 60,208<br>(7)                                                                                                | (7)                                                            | (7)                | Common<br>Stock                                                     | 60,208<br>(7)                       |                                                                        |

## 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 |               |           | Interim COO |       |

## Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak  
 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) 37,252 shares were withheld by HP to satisfy tax withholding on vesting of restricted stock units ("RSUs").

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- (2) 28,558 shares were withheld by HP to satisfy tax withholding on vesting of RSUs.
- (3) There is no reportable change since the last filing. This is a reiteration of holdings only.
- (4) Each RSU represents a contingent right to receive one share of HP common stock.

(5) On 12/7/2016, the reporting person was granted 123,839 RSUs, 41,279 of which vested on each of 12/7/2017, of which 41,280 vested on 12/7/2018, and 41,280 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 2,263 vested dividend equivalent rights.

(6) On 12/7/2017, the reporting person was granted 103,004 RSUs, 34,334 of which vested on 12/7/2018, and of which 34,335 are scheduled to 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 841 vested dividend equivalent rights.

(7) On 12/9/2015, the reporting person was granted 165,153 RSUs, 55,051 of which vested on each of 12/9/2016, 12/9/2017 and 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 5,157 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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