

LESJAK CATHERINE A
 Form 4
 November 28, 2018

FORM 4

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

OMB APPROVAL

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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 *
 LESJAK CATHERINE A

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
 (Street)

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

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

PALO ALTO, CA 94304
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/26/2018		M		269,533	A	\$ 0
Common Stock	11/26/2018		F		133,636 <u>(1)</u>	D	\$ 22.81
Common Stock					306 <u>(2)</u>	I	by Spouse

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

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number.

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	(3)	11/26/2018		M	85,648 (4)	(4)	(4)	Common Stock	85,648
Performance Adjusted Restricted Stock Units	(3)	11/26/2018		M	183,885 (5)	(5)	(5)	Common Stock	183,885

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESJAK CATHERINE A 1501 PAGE MILL RD PALO ALTO, CA 94304			Interim COO	

Signatures

/s/ Katie Colendich as Attorney-in-Fact for Catherine A. Lesjak
Date: 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) 133,636 shares were withheld by HP to satisfy tax withholding on vesting of PARSUs.

(2) There is no reportable change since the last filing. This is a reiteration of holdings only.

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

As previously reported, on 12/7/2016 the reporting person was granted 170,046 performance adjusted target restricted stock units ("PARSUs"). On 11/26/2018, 81,196 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 4,452 vested dividend equivalent units.

(5)

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As previously reported, on 12/9/2015 the reporting person was granted 240,841 performance adjusted target restricted stock units ("PARSUs"). On 11/26/2018, 167,506 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 16,379 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.