

HP INC  
Form 4  
December 13, 2016

**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 \*  
**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)  
**11/29/2016**

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)  
 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	(A) or (D)	Price
Common Stock	11/29/2016		M		47,321	A	\$ 15.15
Common Stock	11/29/2016		F		24,693	D	\$ 15.15
Common Stock	12/09/2016		M		137,257	A	\$ 15.78
Common Stock	12/09/2016		F		71,622	D	\$ 15.78
Common Stock	12/10/2016		M		33,740	A	\$ 15.78

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Common Stock      12/10/2016      F      17,606      D      \$ 15.78      318,832      D

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

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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	Ⓛ	11/29/2016		M	47,321 (2)	(2)      (2)	Common Stock      47,321
Restricted Stock Unit	Ⓛ	12/09/2016		M	137,257	(3)      (3)	Common Stock      137,257
Restricted Stock Units	Ⓛ	12/10/2016		M	33,740	(4)      (4)	Common Stock      33,740

**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      12/13/2016

\_\_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).

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

As previously reported, on 12/11/2014 the reporting person was granted 85,172 performance adjusted restricted stock units ("PARSUs"), of which 45,525 vested on 11/29/2016 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 1,796 vested dividend equivalent units.

- (2)
- (3) On 12/9/2015 the reporting person was granted 396,367 RSUs, 132,122 of which vested on 12/9/2016, 132,122 of which will vest on 12/9/2017 and 132,123 of which will vest on 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 5,135 vested dividend equivalent rights.

On 12/10/2014 the reporting person was granted 95,485 RSUs, 31,828 of which vested on 9/17/2015, 31,828 of which vested on 12/10/2016 and 31,829 of which will vest on 12/10/2017. 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 1,912 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.

- (4)

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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