

HP INC  
Form 4  
December 11, 2015

**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 \*  
FLAXMAN JON E

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)  
12/09/2015

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

Chief Operating Officer

(Street)  
PALO ALTO, CA 94304

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/10/2015		M	V	\$ 12.36	15,608	D
Common Stock	12/10/2015		F	V	\$ 12.36	13,608	D

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

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SEC 1474 (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
Restricted Stock Units	(1)	12/09/2015		A	115,607 (2)	(2)	(2)	Common Stock	115,607
Performance Adjusted Restricted Stock Units	(1)	12/09/2015		A	168,589 (3)	(3)	(3)	Common Stock	168,589
Restricted Stock Units	(1)	12/10/2015		M	5,667 (4) (5)	(5)	(5)	Common Stock	5,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAXMAN JON E 1501 PAGE MILL RD PALO ALTO, CA 94304			Chief Operating Officer	

## Signatures

/s/ Katie Colendich as Attorney-in-Fact for Jon Flaxman  
 12/11/2015  
 \*\*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) Each restricted stock unit represents a contingent right to receive one share of HP common stock.  
 On 12/09/15 the reporting person was granted 115,607 RSUs, 38,535 of which will vest on 12/09/16, and 38,536 of which will vest on each of 12/09/2017 and 12/09/2018. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the HP common stock.
- (2) On 12/09/15 the reporting person was granted 168,589 performance adjusted restricted stock units ("PARSUs"), 50% of which will vest on each of 12/09/17 and 12/09/18, in each case subject to certain return on invested capital performance conditions and/or relative total stockholder return conditions being met at the time of vesting. Dividend equivalent rights accrue with respect to these PARSUs when and as dividends are paid on HP common stock.
- (3) The share amounts reported reflect the conversion of the awards upon the distribution of the Hewlett Packard Enterprise shares on November 1, 2015.
- (4)
- (5)

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On 12/10/14 the reporting person was granted 16,647 RSUs, 5,549 of which vested on 12/10/15, and 5,549 of which will vest on each of 12/10/16 and 12/10/17. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on the Issuer's common stock. The number of derivative securities in column 5 includes 118 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.

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.