

HELMERICH & PAYNE INC  
 Form 4  
 June 06, 2008

**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 \*  
**FEARS DOUGLAS E**

(Last) (First) (Middle)

1437 SOUTH BOULDER AVE.

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HELMERICH & PAYNE INC [HP]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/04/2008**

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)

Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/04/2008		M		6,000 A \$ 13.87	56,851	D <sup>(1)</sup>
Common Stock	06/04/2008		S		700 D \$ 64.369	56,151	D <sup>(1)</sup>
Common Stock	06/04/2008		S		100 D \$ 64.379	56,051	D <sup>(1)</sup>
Common Stock	06/04/2008		S		700 D \$ 64.389	55,351	D <sup>(1)</sup>
Common Stock	06/04/2008		S		400 D \$ 64.399	54,951	D <sup>(1)</sup>

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Common Stock	06/04/2008	S	100	D	\$ 64.454	64,851	D <sup>(1)</sup>
Common Stock	06/04/2008	S	2,000	D	\$ 65	52,851	D <sup>(1)</sup>
Common Stock	06/04/2008	S	1,100	D	\$ 65.016	51,751	D <sup>(1)</sup>
Common Stock	06/04/2008	S	200	D	\$ 65.026	51,551	D <sup>(1)</sup>
Common Stock	06/04/2008	S	400	D	\$ 65.034	51,151	D <sup>(1)</sup>
Common Stock	06/04/2008	S	300	D	\$ 65.044	50,851	D <sup>(1)</sup>

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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (right to buy)	\$ 13.87	06/04/2008		M	6,000	12/04/2003 <sup>(2)</sup>	12/04/2012	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEARS DOUGLAS E 1437 SOUTH BOULDER AVE.			Vice President & CFO	

TULSA, OK 74119

## Signatures

Jonathan M. Cinocca, by Power of Attorney for Douglas E.

Fears

06/06/2008

\_\_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) Includes 457 shares held indirectly in the reporting person's 401(k) account.

The options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/04/02. The option have a post stock-split exercise price of \$13.87. The options vested over 4 years in 25% increments. The noted date represents the first date options vest and become exercisable.

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.