### Edgar Filing: HELMERICH & PAYNE INC - Form 4

HELMERIC Form 4	CH & PAYNE INC	2										
June 03, 200										OMB AF	PROVAL	
FORM	<b>4</b> UNITED S	STATES						NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	F CHAN Section 10 Public Ut	Washington, D.C. 20549 CCHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31 2009 Estimated average burden hours per response 0.9				
(Print or Type I	Responses)											
1. Name and A MACKEY S	Address of Reporting P STEVEN R	Person <u>*</u>	Symbol			Ticker or		0	5. Relationship of Issuer	Reporting Pers	son(s) to	
(Last)	(First) (M	liddle)		HELMERICH & PAYNE INC [HP] 3. Date of Earliest Transaction					(Check all applicable)			
· · ·	TH BOULDER AV	,	(Month/D 06/02/20	ay/Year)	110	insaction			Director X_Officer (give below) Vice Pres		Owner er (specify nsel	
TULSA, OF	(Street) X 74119		4. If Ame Filed(Mon			-	I		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson	
(City)	(State) (	Zip)	Tabl	e I - Non-	-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	Code (Instr. 8)	)	4. Securi r(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	06/02/2008			S	•	1,500	D	\$ 62.77	46,112	D (1)		
Common Stock	06/02/2008			S		1,100	D	\$ 62.75	45,012	D (1)		
Common Stock	06/02/2008			S		3,000	D	\$ 62.74	42,012	D (1)		
Common Stock	06/02/2008			S		5,400	D	\$ 62.7	36,612	D (1)		
Common Stock	06/02/2008			S		100	D	\$ 62.78	36,512	D (1)		

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Common Stock	06/02/2008	S	500	D	\$ 62.76	36,012	D (1)
Common Stock	06/02/2008	S	300	D	\$ 62.71	35,712	D <u>(1)</u>
Common Stock	06/02/2008	S	300	D	\$ 62.65	35,412	D <u>(1)</u>
Common Stock	06/02/2008	S	500	D	\$ 62.6	34,912	D <u>(1)</u>
Common Stock	06/02/2008	S	100	D	\$ 62.55	34,812	D (1)
Common Stock	06/02/2008	S	200	D	\$ 62.52	34,612	D <u>(1)</u>
Common Stock	06/02/2008	S	100	D	\$ 62.51	34,512	D <u>(1)</u>
Common Stock	06/02/2008	S	2,900	D	\$ 62.5	31,612	D <u>(1)</u>
Common Stock	06/02/2008	S	700	D	\$ 62.45	30,912	D <u>(1)</u>
Common Stock	06/02/2008	S	500	D	\$ 62.49	30,412	D <u>(1)</u>
Common Stock	06/02/2008	S	700	D	\$ 62.44	29,712	D <u>(1)</u>
Common Stock	06/02/2008	S	2,100	D	\$ 62.4	27,612	D <u>(1)</u>
Common Stock	06/02/2008	S	6,000	D	\$ 62.42	21,612	D <u>(1)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	5	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

							Amount
				Date	Expiration		or
				Eveneiseble	Expiration Date	Title	Number
				Exercisable	Date		of
Code	V	(A)	(D)				Shares

Amount

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MACKEY STEVEN R 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Vice Pres., General Counsel				
Signatures							
Jonathan M. Cinocca, by Power o	f Attorne	y for Steven	R.				
Mackey			06/03/2008				
<u>**</u> Signature of Repo	rting Person		Date				
Explanation of Dea							

## 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 3,612 shares held indirectly in the reporting person's 401(k) account.

### **Remarks:**

This Form 4 is Part 2 of 2 and should be read in conjunction with Part 1 filed prior hereto.

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.