

HELMERICH & PAYNE INC

Form 4

June 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKEY STEVEN R

(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)

06/02/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice Pres., General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
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 ⁽¹⁾
Common Stock	06/02/2008	S	300	D	\$ 62.65	35,412	D ⁽¹⁾
Common Stock	06/02/2008	S	500	D	\$ 62.6	34,912	D ⁽¹⁾
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 ⁽¹⁾
Common Stock	06/02/2008	S	100	D	\$ 62.51	34,512	D ⁽¹⁾
Common Stock	06/02/2008	S	2,900	D	\$ 62.5	31,612	D ⁽¹⁾
Common Stock	06/02/2008	S	700	D	\$ 62.45	30,912	D ⁽¹⁾
Common Stock	06/02/2008	S	500	D	\$ 62.49	30,412	D ⁽¹⁾
Common Stock	06/02/2008	S	700	D	\$ 62.44	29,712	D ⁽¹⁾
Common Stock	06/02/2008	S	2,100	D	\$ 62.4	27,612	D ⁽¹⁾
Common Stock	06/02/2008	S	6,000	D	\$ 62.42	21,612	D ⁽¹⁾

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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

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

Reporting Owner Name / Address	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 of Attorney for Steven R. Mackey	06/03/2008
**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 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.