

HELMERICH & PAYNE INC
 Form 4
 June 04, 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)
 06/03/2008

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/03/2008		M		20,000 A \$ 13.87	70,851	D ⁽¹⁾
Common Stock	06/03/2008		S		900 D \$ 63.61	69,951	D ⁽¹⁾
Common Stock	06/03/2008		S		300 D \$ 63.62	69,651	D ⁽¹⁾
Common Stock	06/03/2008		S		300 D \$ 63.63	69,351	D ⁽¹⁾
Common Stock	06/03/2008		S		300 D \$ 63.69	69,051	D ⁽¹⁾

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Common Stock	06/03/2008	S	1,700	D	\$ 63.71	67,351	D <u>(1)</u>
Common Stock	06/03/2008	S	331	D	\$ 63.72	67,020	D <u>(1)</u>
Common Stock	06/03/2008	S	1,000	D	\$ 63.73	66,020	D <u>(1)</u>
Common Stock	06/03/2008	S	500	D	\$ 63.82	65,520	D <u>(1)</u>
Common Stock	06/03/2008	S	300	D	\$ 63.83	65,220	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 63.84	65,120	D <u>(1)</u>
Common Stock	06/03/2008	S	469	D	\$ 63.87	64,651	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 63.88	64,551	D <u>(1)</u>
Common Stock	06/03/2008	S	600	D	\$ 63.89	63,951	D <u>(1)</u>
Common Stock	06/03/2008	S	500	D	\$ 63.9	63,451	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 63.91	63,351	D <u>(1)</u>
Common Stock	06/03/2008	S	200	D	\$ 63.93	63,151	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 63.98	63,051	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 64	62,951	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 64.01	62,851	D <u>(1)</u>
Common Stock	06/03/2008	S	300	D	\$ 64.03	62,551	D <u>(1)</u>
Common Stock	06/03/2008	S	500	D	\$ 64.04	62,051	D <u>(1)</u>
Common Stock	06/03/2008	S	100	D	\$ 64.06	61,951	D <u>(1)</u>
Common Stock	06/03/2008	S	200	D	\$ 64.08	61,751	D <u>(1)</u>
Common Stock	06/03/2008	S	600	D	\$ 64.1	61,151	D <u>(1)</u>
	06/03/2008	S	100	D		61,051	D <u>(1)</u>

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Common Stock					\$	64.115	
Common Stock	06/03/2008	S	200	D	\$ 64.13	60,851	D ⁽¹⁾
Common Stock	06/03/2008	S	1,300	D	\$ 65.39	59,551	D ⁽¹⁾
Common Stock	06/03/2008	S	200	D	\$ 65.43	59,351	D ⁽¹⁾
Common Stock	06/03/2008	S	500	D	\$ 65.44	58,851	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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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)
Stock Option (right to buy)	\$ 13.87	06/03/2008		M	20,000	12/04/2003 ⁽²⁾ 12/04/2012	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEARS DOUGLAS E 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Vice President & CFO	

Signatures

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

06/04/2008

__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

(2) 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.

Remarks:

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

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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