Helmerich & Payne, Inc. Form 4 December 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * RUST EDWARD B JR

(First)

(Middle)

1437 S. BOULDER AVE., SUITE 1400

(Street)

(State)

TULSA, OK 74119-3623

2. Issuer Name and Ticker or Trading Symbol

Helmerich & Payne, Inc. [HP]

3. Date of Earliest Transaction

(Month/Day/Year) 11/30/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Zip)

Code (Month/Day/Year) (Instr. 8)

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

3. 4. Securities TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5) (A)

or Code V Amount (D) Price

5. Amount of Securities Beneficially

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

(D) or Indirect Beneficial (I)

(Instr. 4)

6. Ownership

Form: Direct

SEC 1474

(9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(Check all applicable)

10% Owner

Other (specify

Estimated average

burden hours per

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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Stock Option (right to buy)	\$ 58.25	11/30/2015		A	12,561		11/30/2015 <u>(1)</u>	11/30/2025	Common Stock	12
Phantom Stock (2)	(3)	12/01/2015		A	165.7887		<u>(4)</u>	<u>(4)</u>	Common Stock	165
Phantom Stock (2)	<u>(3)</u>	12/01/2015		A	366.5689		<u>(4)</u>	<u>(4)</u>	Common Stock	366

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
RUST EDWARD B JR 1437 S. BOULDER AVE. SUITE 1400 TULSA, OK 74119-3623	X					

Signatures

Jonathan M. Cinocca, by Power of Attorney for Edward B.
Rust
12/02/2015

**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) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 11/30/15. The options vested on the date of grant.
- (2) Phantom shares relate to the Helmerich & Payne, Inc. Director Deferred Compensation Plan.
- (3) 1-for-1.

The shares of phantom stock become payable, in cash only, at the election of the reporting person either (1) in a lump sump payable no (4) later than 60 days following the termination of the reporting person's service as a director or (2) in annual installments for a period of 'x'

(4) later than 60 days following the termination of the reporting person's service as a director or (2) in annual installments for a period of 'x' years (not to exceed 10).

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.

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