

HELMERICH & PAYNE INC

Form 4

March 11, 2014

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)

03/07/2014

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 _____ Other (specify
below) below)

Exec. Vice Pres., Gen. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2014		M		7,500	A	\$ 38.015	39,440	D
Common Stock	03/07/2014		M		3,250	A	\$ 47.935	42,690	D
Common Stock	03/07/2014		M		5,250	A	\$ 59.76	47,940	D
Common Stock	03/07/2014		M		7,000	A	\$ 54.18	54,940	D
Common Stock	03/07/2014		S		23,000	D	\$ 100.5395	31,940	D

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Common Stock	3,588	I	By 401(k)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 38.015	03/07/2014		M	7,500	12/01/2010 ⁽¹⁾ 12/01/2019	Commo Stock 7,500
Stock Option (right to buy)	\$ 47.935	03/07/2014		M	3,250	12/07/2011 ⁽²⁾ 12/07/2020	Common Stock 3,250
Stock Option (right to buy)	\$ 59.76	03/07/2014		M	5,250	12/06/2012 ⁽³⁾ 12/06/2021	Common Stock 5,250
Stock Option (right to buy)	\$ 54.18	03/07/2014		M	7,000	12/04/2013 ⁽⁴⁾ 12/04/2022	Common Stock 7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Exec. Vice Pres., Gen. Counsel

MACKEY STEVEN R
1437 SOUTH BOULDER AVE.
TULSA, OK 74119

Signatures

Jonathan M. Cinocca, by Power of Attorney for Steven R.
Mackey

03/11/2014

__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. 2005 Long-Term Incentive Plan on 12/1/09. The options vested over 4 years in 25% increments. The noted date represents the date options first vested.
- (2) The options were granted under the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan on 12/7/10. The options vest over 4 years in 25% increments beginning one year following the date of grant. The noted date represents the date options first vested.
- (3) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/6/11. The options vest over 4 years in 25% increments beginning one year following the date of grant. The noted date represents the date options first vest.
- (4) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/4/12. The options vest over 4 years in 25% increments beginning one year following the date of grant. The noted date represents the date options first vest.

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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