

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 \*  
HELMERICH W H III

2. Issuer Name and Ticker or Trading Symbol  
HELMERICH & PAYNE INC [HP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1437 SOUTH BOULDER AVE.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2008

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

TULSA, OK 74119  
(City) (State) (Zip)

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

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  | (A) or (D)   | Price                             |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 200   | D  | \$ 66.02                          |
|                                 |                                      |  |                                |   |   |  | 2,590,680                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 500   | D  | \$ 66.01                          |
|                                 |                                      |  |                                |   |   |  | 2,590,180                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 200   | D  | \$ 66                             |
|                                 |                                      |  |                                |   |   |  | 2,589,980                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 500   | D  | \$ 65.99                          |
|                                 |                                      |  |                                |   |   |  | 2,589,480                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
| Common Stock                    | 06/03/2008                           |  | S                              |   | 200   | D  | \$ 65.98                          |
|                                 |                                      |  |                                |   |   |  | 2,589,280                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
|                                 | 06/03/2008                           |  | S                              |   | 200   | D  |                                   |
|                                 |                                      |  |                                |   |   |  | 2,589,080                         |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |

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|              |            |   |       |   |          |           |                  |
|--------------|------------|---|-------|---|----------|-----------|------------------|
| Common Stock |            |   |       |   | \$ 65.97 |           |                  |
| Common Stock | 06/03/2008 | S | 500   | D | \$ 65.96 | 2,588,580 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 1,100 | D | \$ 65.95 | 2,587,480 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 300   | D | \$ 65.92 | 2,587,180 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 200   | D | \$ 65.91 | 2,586,980 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 1,900 | D | \$ 65.9  | 2,585,080 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 600   | D | \$ 65.89 | 2,584,480 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 200   | D | \$ 65.88 | 2,584,280 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 200   | D | \$ 65.85 | 2,584,080 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 400   | D | \$ 65.84 | 2,583,680 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 400   | D | \$ 65.82 | 2,583,280 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 300   | D | \$ 65.8  | 2,582,980 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 100   | D | \$ 65.79 | 2,582,880 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 200   | D | \$ 65.78 | 2,582,680 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 100   | D | \$ 65.77 | 2,582,580 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 100   | D | \$ 65.66 | 2,582,480 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 500   | D | \$ 65.64 | 2,581,980 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 100   | D | \$ 65.63 | 2,581,880 | D <sup>(1)</sup> |
| Common Stock | 06/03/2008 | S | 1,000 | D | \$ 65.59 | 2,580,880 | D <sup>(1)</sup> |

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**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HELMERICH W H III<br>1437 SOUTH BOULDER AVE.<br>TULSA, OK 74119 |               | X         |         |       |

## Signatures

/s/ W. H. Helmerich, III                      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 240,000 shares of common stock held indirectly through charitable foundations.

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