

Helmerich & Payne, Inc.
Form 4
December 09, 2016

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 *
Stauder Robert L.

(Last) (First) (Middle)

1437 S. BOULDER AVE., SUITE
1400

(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)

12/08/2016

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)

Sr. VP, drilling subsidiary

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	12/08/2016		M		1,750	A	\$ 47.935	24,493	D
Common Stock	12/08/2016		S		1,750	D	\$ 81.2415	22,743	D
Common Stock	12/08/2016		M		5,000	A	\$ 59.76	27,743	D
Common Stock	12/08/2016		S		5,000	D	\$ 81.2415	22,743	D
Common Stock	12/08/2016		M		13,125	A	\$ 54.18	35,868	D

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Common Stock	12/08/2016	S	13,125	D	\$ 81.2415	22,743	D
Common Stock	12/08/2016	M	11,126	A	\$ 68.83	33,869	D
Common Stock	12/08/2016	S	11,126	D	\$ 81.2415	22,743	D
Common Stock	12/08/2016	M	13,500	A	\$ 58.25	36,243	D
Common Stock	12/08/2016	S	13,500	D	\$ 81.2415	22,743	D

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

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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, 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	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 47.935	12/08/2016		M	1,750	12/07/2011 ⁽¹⁾ 12/07/2020	Common Stock 1,750
Stock Option (right to buy)	\$ 59.76	12/08/2016		M	5,000	12/06/2012 ⁽¹⁾ 12/06/2021	Common Stock 5,000
Stock Option (right to buy)	\$ 54.18	12/08/2016		M	13,125	12/04/2013 ⁽¹⁾ 12/04/2022	Common Stock 13,125
Stock Option (right to buy)	\$ 68.83	12/08/2016		M	11,126	12/02/2015 ⁽¹⁾ 12/02/2024	Common Stock 11,126

Stock Option (right to buy)	\$ 58.25	12/08/2016	M	13,500	11/30/2016 ⁽¹⁾	11/30/2025	Common Stock	13,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauder Robert L. 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119			Sr. VP, drilling subsidiary	

Signatures

Jonathan M. Cinocca, by Power of Attorney for Robert L. Stauder	12/09/2016
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____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 vest 25% a year over 4 years. The noted date represents the first date options 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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