HELMERICH & PAYNE INC

Form 4

December 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ROONEY L F III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HELMERICH & PAYNE INC [HP]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(Month/Day/Year) 12/02/2013

X_ Director 10% Owner Officer (give title

1437 S. BOULDER AVE., SUITE

below)

Other (specify

1400

4. If Amendment, Date Original

(Instr. 8)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

TULSA, OK 74119

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

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

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or Code V Amount (D) Price

Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	/ (A)	(D) Date Exe	ercisable	Expiration Date	Title	Amo Num Shar
Phantom Stock (1)	<u>(2)</u>	12/02/2013		A	44.6601	<u>(</u>	(3)	(3)	Common Stock	44
Phantom Stock (1)	(2)	12/03/2013		A	269.7728	<u>(</u>	(3)	(3)	Common Stock	269
Stock Option (right to buy)	\$ 79.67	12/03/2013		A	5,086	12/03/2	2013 <u>(4)</u>	12/03/2023	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 with Future / Future 55	Director	10% Owner	Officer	Other			
ROONEY L F III 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119	X						

Signatures

Jonathan M. Cinocca, by Power of Attorney for Francis
Rooney
12/04/2013

**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) Phantom shares relate to the Helmerich & Payne, Inc. Director Deferred Compensation Plan.
- (2) 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 sum payable no (3) later than 60 days following the termination of the reporting person's service as director or (2) in annual installments for a period of 'x'
- (3) later than 60 days following the termination of the reporting person's service as director or (2) in annual installments for a period of 'x' years (not to exceed 10).
- (4) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/03/13. The options vested on the date of grant.

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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