#### **HELMERICH & PAYNE INC**

Form 4

March 11, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Check this box

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * MACKEY STEVEN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol HELMERICH & PAYNE INC [HP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
1437 SOUTH I	BOULDER	AVE.	(Month/Day/Year) 03/07/2014	Director 10% OwnerX Officer (give title Other (specify below)  Exec. Vice Pres., Gen. Counsel			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TULSA, OK 7-	4119		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securit on Disposed (Instr. 3, 4	of (D)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
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	

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 required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number on 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)	\$ 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 <sup>(3)</sup>	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

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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.
- 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. 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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