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

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

D

D

D

D

January 31, 2005

0.5

of

Estimated average burden hours per

OMB APPROVAL

response...

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

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

03/07/2014

03/07/2014

03/07/2014

03/07/2014

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

MACKE	Y STEVEN R	Symbol HELM		& PAYN	E INC		suer (Charle	-111: -1		
(Last)	(First)			Transaction	ı			all applicable)		
1437 SO		(Month/Day/Year) 03/07/2014				Director 10% Owner X Officer (give title Other (specify below) below) Exec. Vice Pres., Gen. Counsel				
	(Street)		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA,	OK 74119					_	Form filed by Morerson			
(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secu	rities Acquir	red, Disposed of, o	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, if TransactiorDisposed Code (Instr. 3,				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)	
Common Stock	03/07/2014		M	7,500	A	\$ 38.015	39,440	D		

3,250

5,250

7,000

23,000 D

A

A

\$47.935

\$ 59.76

\$ 54.18

42,690

47,940

54,940

31,940

M

M

M

S

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. 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 ⁽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

Reporting Owners 2

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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