

HELMERICH & PAYNE INC
 Form 4
 March 11, 2014

FORM 4

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

OMB APPROVAL

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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 *
MACKEY STEVEN R

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)
 03/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. Vice Pres., Gen. Counsel

TULSA, OK 74119

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

(City) (State) (Zip)

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	03/07/2014		M		7,500	A	\$ 38.015
Common Stock	03/07/2014		M		3,250	A	\$ 47.935
Common Stock	03/07/2014		M		5,250	A	\$ 59.76
Common Stock	03/07/2014		M		7,000	A	\$ 54.18
Common Stock	03/07/2014		S		23,000	D	\$ 100.5395
							39,440
							42,690
							47,940
							54,940
							31,940

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Common Stock 3,588 I By 401(k)

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.

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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)
				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

