

HELMERICH & PAYNE, INC.

Reported by **TARDIO JUAN PABLO**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/18/12 for the Period Ending 12/14/12

Address 1437 S. BOULDER AVE. SUITE 1400

TULSA, OK, 74119

Telephone 918-742-5531

CIK 0000046765

Symbol HP

SIC Code 1381 - Drilling Oil and Gas Wells

Industry Oil & Gas Drilling

Sector Energy

Fiscal Year 09/30





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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 or Section 30(h) of the Investment Company Act of 1940

d Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
		CH 8	2]	PAYN	Æ	INC		Direct	or	_	10% Ov	vner
3. Dat	3. Date of Earliest Transaction (MM/DD/YYYY)						below)				r (specify	
		12/	14	1/2012	,			VP & CF	0			
	4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)					
							X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
erivativ	e Securi	ties Ac	qı	uired, l	Dis	posed o	f, or I	Beneficially	y Owned			
ate		3. Trans. Code (Instr. 8)		(A) or Dispo		osed of (D) Followi (Instr. 3		ving Reported Transaction(s)			Ownership Form: Direct (D)	Beneficial Ownership
		Code	v	Amount	(A) or (D)	Price					or Indirect (I) (Instr. 4)	(Instr. 4)
2/14/2012		F		1390	D	\$52.615		20	0000		D	
2/14/2012		F		364	D	\$54.77		19	9636		D	
2/14/2012		F		625	D	\$55.045		19011		D		
								1129			I	401(k) account
s Benefic	cially O	wned (e.	g. , put	ts, c	calls, wa	arrant	ts, options	, convert	ible secur	ities)	
5. Nur Deriva Securi Acqui Dispo	5. Number of Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date 7. Title an Securities Derivative (Instr. 3 and Securities Control of the Control of				1 Amount of Underlying Security d 4) 8. Price of Derivative of derivative Security (Instr. 5) 8. Price of Security of derivative derivative Securities Beneficially Owned Following Reported Transcotton			10. 11 Ownership of Form of Be Derivative Or Security: (Indirect (D) or Indirect (I) (Instr.	Beneficial
V (A)	(D)	Date Exercisa	ıble		ion			Number of		(s) (Instr. 4)	+)	
2 2 3	HELL HP 3. Dat 4. If A (MM/D) 4. If A (MM/D) 2/14/2012 2/14/2012 2/14/2012 3. Benefic 5. Nu Derive Securi Acqui Dispo (Instr. 5)	HELMERI [HP] 3. Date of Earl 4. If Amendme (MM/DD/YYYY) 2. A. Deemed Execution Date, if any 2. A. Deemed Execution Date, if any 3. S. Number of Derivative Securities 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	HELMERICH 8 [HP] 3. Date of Earliest Tr 12/2 4. If Amendment, Date (MM/DD/YYYY) 4. If Amendment, Date (MM/DD/YYYY) 2. Perivative Securities Action Date, if any Code (Instr. 8, Code (HELMERICH & Tan 12/14 3. Date of Earliest Tran 12/14 4. If Amendment, Date (MM/DD/YYYY) 4. If Amendment, Date (MM/DD/YYYY) 2. Privative Securities Acquarte Deemed Execution Date, if any Code V 2. Code V 3. Trans. Code (Instr. 8) Code V 2. Code V 2. Code V 3. Code V 4. If Amendment, Date (Instr. 8) Code Execution Code (Instr. 8) Code V Code V 2. Code V 3. Code V Code	HELMERICH & PAYN [HP] 3. Date of Earliest Transaction 12/14/2012 4. If Amendment, Date Origina (MM/DD/YYYY) 2. A. Deemed Execution Date, if any Code V Amount 2. A. Occupant (Instr. 8) Code V Amount 2. A. Securities Code V Amount 2. A. Securities F 1390 2. A. Occupant (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date	HELMERICH & PAYNE [HP] 3. Date of Earliest Transaction (M 12/14/2012 4. If Amendment, Date Original H (MM/DD/YYYY) 2. A. Deemed Execution Date, if any Code V Amount (D) 2. Amount (D) 2. Amount (D) F 1390 D 2. Amount (D) F 6. Defivative Securities Beneficially Owned (e.g., puts, or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date Expiration	HELMERICH & PAYNE INC [HP] 3. Date of Earliest Transaction (MM/DD/YY 12/14/2012 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2. Privative Securities Acquired, Disposed of (MM/DD/YYYY) 2. Deemed Execution Date, if any 2. Code (Instr. 8) Code (Instr. 3, 4 and 5) 3. Trans. (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. 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Amount of Securities Acquired (A) or Disposed of (D) Code V Amount (D) Price 2/14/2012 F 1390 Code V Amount (D) Price 2/14/2012 F 364 D \$52.615 2/14/2012 F 625 D \$55.045 19 Beneficially Owned (e.g., puts, calls, warrants, options) S. Number of Derivative Securities Securities S. Number of Derivative Securities Securities S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 1. Title and Amount of Security (Instr. 3 and 4) Title Amount or Number of Derivative Security (Instr. 3 and 4)	HELMERICH & PAYNE INC [HP] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/14/2012 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYYY) 5. Form filed by One I Form filed by More tile (A) or Disposed of, or Beneficially Owned Execution Date, if any 6. Individual or Join Applicable Line) X _ Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I Form filed by One I Form filed by One I Form filed by More tile (A) or Disposed of (D) Form filed by One I F	HELMERICH & PAYNE INC [HP] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/14/2012 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. 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Explanation of Responses:

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owne	nerOfficer	Other				
Tardio Juan Pablo								
1437 SOUTH BOULDER AVENUE								
			VP & CFO					
SUITE 1400								
TULSA, OK 74119								

Signatures

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.