

HELMERICH & PAYNE, INC.

Reported by
MACKEY STEVEN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/04/11 for the Period Ending 03/03/11

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

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

1. Name and Address of Reporting Person * MACKEY STEVEN R (Last) (First) (Middle) 1437 SOUTH BOULDER AVE. (Street) TULSA, OK 74119 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HELMERICH & PAYNE INC [HP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Exec. Vice Pres., Gen. Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/3/2011</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/3/2011		M		30000	A	\$30.2375	66333	D	
Common Stock	3/3/2011		M		10000	A	\$26.895	76333	D	
Common Stock	3/3/2011		M		7500	A	\$38.015	83833	D	
Common Stock	3/3/2011		S		47500	D	\$64.093 (1)	36333	D	
Common Stock								3609	I	By 401(k)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$30.2375	3/3/2011		M			30000	12/5/2006 (2)	12/5/2015	Common Stock	30000	\$0.00	0	D	
Stock Option (right to buy)	\$26.895	3/3/2011		M			10000	12/5/2007 (3)	12/5/2016	Common Stock	10000	\$0.00	30000	D	
Stock Option (right to buy)	\$38.015	3/3/2011		M			75000	12/1/2010 (4)	12/1/2019	Common Stock	75000	\$0.00	22500	D	

Explanation of Responses:

- (1) The noted price is the weighted average sale price for all sales. The range of prices for the transactions were as follows: \$63.974 to \$64.229. The reporting person undertakes to provide upon request of the SEC staff, the issuer or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/5/05. The options vested 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. 2005 Long-Term Incentive Plan on 12/5/06. The options vested over 4 years in 25% increments beginning one year following the date of grant. The noted date represents the date options first vested.
- (4) The options were granted under the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan on 12/1/09. 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKEY STEVEN R 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Exec. Vice Pres., Gen. Counsel	

Signatures

Jonathan M. Cinocca, by Power of Attorney for Steven R. Mackey

3/4/2011

—**Signature of Reporting Person

Date

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.

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