

# HELMERICH & PAYNE, INC.

Reported by  
**MACKEY STEVEN R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/03/08 for the Period Ending 06/02/08

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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

## 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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>MACKEY STEVEN R</b>		<b>HELMERICH &amp; PAYNE INC [ HP ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice Pres., General Counsel</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>1437 SOUTH BOULDER AVE.</b>		<b>6/2/2008</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>TULSA, OK 74119</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	6/2/2008		S		1500	D	\$62.77	46112	D (U)	
Common Stock	6/2/2008		S		1100	D	\$62.75	45012	D (U)	
Common Stock	6/2/2008		S		3000	D	\$62.74	42012	D (U)	
Common Stock	6/2/2008		S		5400	D	\$62.70	36612	D (U)	
Common Stock	6/2/2008		S		100	D	\$62.78	36512	D (U)	
Common Stock	6/2/2008		S		500	D	\$62.76	36012	D (U)	
Common Stock	6/2/2008		S		300	D	\$62.71	35712	D (U)	
Common Stock	6/2/2008		S		300	D	\$62.65	35412	D (U)	
Common Stock	6/2/2008		S		500	D	\$62.60	34912	D (U)	
Common Stock	6/2/2008		S		100	D	\$62.55	34812	D (U)	
Common Stock	6/2/2008		S		200	D	\$62.52	34612	D (U)	
Common Stock	6/2/2008		S		100	D	\$62.51	34512	D (U)	
Common Stock	6/2/2008		S		2900	D	\$62.50	31612	D (U)	
Common Stock	6/2/2008		S		700	D	\$62.45	30912	D (U)	
Common Stock	6/2/2008		S		500	D	\$62.49	30412	D (U)	
Common Stock	6/2/2008		S		700	D	\$62.44	29712	D (U)	
Common Stock	6/2/2008		S		2100	D	\$62.40	27612	D (U)	
Common Stock	6/2/2008		S		6000	D	\$62.42	21612	D (U)	

**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				

**Explanation of Responses:**

(1) Includes 3,612 shares held indirectly in the reporting person's 401(k) account.

**Remarks:**

This Form 4 is Part 2 of 2 and should be read in conjunction with Part 1 filed prior hereto.

**Reporting Owners**

