

HELMERICH & PAYNE, INC.

Reported by
TARDIO JUAN PABLO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/14 for the Period Ending 02/05/14

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

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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)		
Tardio Juan Pablo			HELMERICH & PAYNE INC [HP]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP & CFO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
1437 SOUTH BOULDER AVENUE, SUITE 1400			2/5/2014					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
TULSA, OK 74119						<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	2/5/2014		M		2250	A	\$38.015	32761	D	
Common Stock	2/5/2014		M		7500	A	\$47.935	40261	D	
Common Stock	2/5/2014		M		9000	A	\$59.76	49261	D	
Common Stock	2/5/2014		M		6500	A	\$54.18	55761	D	
Common Stock	2/5/2014		S		25250	D	\$85.04 (L)	30511	D	
Common Stock								1122	I	401(k) account

Table II - Derivative Securities 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. 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)	\$38.015	2/5/2014		M			2250	12/1/2010 (2)	12/1/2019	Common Stock	2250	\$0.00	0	D	
Stock Option (right to buy)	\$47.935	2/5/2014		M			7500	12/7/2011 (3)	12/7/2020	Common Stock	7500	\$0.00	2500	D	
Stock Option (right to buy)	\$59.76	2/5/2014		M			9000	12/6/2012 (4)	12/6/2021	Common Stock	9000	\$0.00	9000	D	
Stock Option (right to buy)	\$54.18	2/5/2014		M			6500	12/4/2013 (5)	12/4/2022	Common Stock	6500	\$0.00	19500	D	

Explanation of Responses:

- The noted price is the weighted average sale price for all sales. The range of prices for the transactions were as follows: \$84.81 to \$85.235. 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.
- The options were granted on 12/1/09 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
- The options were granted on 12/7/10 and vest over 4 years in 25% increments. The noted date represents the date options first began to vest.
- The options were granted on 12/6/11 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
- The options were granted on 12/4/12 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tardio Juan Pablo				

1437 SOUTH BOULDER AVENUE SUITE 1400 TULSA, OK 74119			VP & CFO	
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Signatures

Jonathan M. Cinocca, by power of attorney for Juan Pablo Tardio

2/6/2014

**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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