

# HELMERICH & PAYNE, INC.

## **FORM 8-K/A** (Amended Current report filing)

Filed 01/25/06 for the Period Ending 12/05/05

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



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

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**FORM 8-K/A  
(AMENDMENT NO. 1)**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF EARLIEST EVENT REPORTED: December 5, 2005**

**HELMERICH & PAYNE, INC.**

**(Exact name of registrant as specified in its charter)**

**State of Incorporation: Delaware**

**COMMISSION FILE NUMBER 1-4221**

**Internal Revenue Service — Employer Identification No. 73-0679879**

**1437 South Boulder Avenue, Suite 1400, Tulsa, Oklahoma 74119  
(918)742-5531**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 — Entry into a Material Definitive Agreement.**

(a) On December 9, 2005, Helmerich & Payne, Inc. (the “Company”) filed a Current Report on Form 8-K disclosing the compensation for the Company’s executive officers that was approved by the Human Resources Committee (the “Committee”) of the Company’s Board of Directors on December 5, 2005. This Amendment No. 1 is being filed to report that the Committee also approved, on December 5, 2005, the accelerated vesting of all stock options of George S. Dotson, Vice President and President and Chief Operating Officer of Helmerich & Payne International Drilling Co., effective immediately prior to Mr. Dotson’s retirement from the Company. Specifically, the Committee approved the vesting as of February 28, 2006, of an aggregate of 90,000 options to purchase common stock of the Company, which options were previously granted in December of 2002, 2003, and 2004.

This Amendment No. 1 to the Current Report on Form 8-K filed December 9, 2005, does not otherwise modify or update the disclosures contained in said Current Report on Form 8-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly authorized the undersigned to sign this report on its behalf.

HELMERICH & PAYNE, INC.  
(Registrant)

/s/ Steven R. Mackey

Steven R. Mackey  
Vice President

DATE: January 25, 2006