

HELMERICH & PAYNE, INC.

Reported by
MACKEY STEVEN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/11/14 for the Period Ending 03/07/14

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
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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">3/7/2014</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	3/7/2014		M		7500	A	\$38.015	39440	D	
Common Stock	3/7/2014		M		3250	A	\$47.935	42690	D	
Common Stock	3/7/2014		M		5250	A	\$59.76	47940	D	
Common Stock	3/7/2014		M		7000	A	\$54.18	54940	D	
Common Stock	3/7/2014		S		23000	D	\$100.5395	31940	D	
Common Stock								3588	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				
Stock Option (right to buy)	\$38.015	3/7/2014		M		7500	12/1/2010 (1)	12/1/2019	Commo Stock	7500	\$0.00	0	D	
Stock Option (right to buy)	\$47.935	3/7/2014		M		3250	12/7/2011 (2)	12/7/2020	Common Stock	3250	\$0.00	3250	D	
Stock Option (right to buy)	\$59.76	3/7/2014		M		5250	12/6/2012 (3)	12/6/2021	Common Stock	5250	\$0.00	10500	D	
Stock Option (right to buy)	\$54.18	3/7/2014		M		7000	12/4/2013 (4)	12/4/2022	Common Stock	7000	\$0.00	21000	D	

Explanation of Responses:

- (1) The options were granted under the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan on 12/1/09. The options vested over 4 years in 25% increments. The noted date represents the date options first vested.
- (2) The options were granted under the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan on 12/7/10. 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.
- (3) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/6/11. 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 vest.
- (4) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/4/12. 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 vest.

Reporting Owners

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

Signatures

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

3/11/2014

—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.

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.