

HELMERICH & PAYNE, INC.

Reported by **FOUTCH RANDY A**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/06/12 for the Period Ending 09/05/12

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



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

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(City) (State) (Zip) TULSA, OK 74119 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Sumber of Securities Underlying Derivative Of Securities Se																	
Cast	1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol											
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Dhontom Stock (1) (2)					Code	V	(A)	(D)			Title	Number of		Reported Transaction	(I) (Instr.		
	Phantom Stock (1)	(2)	9/5/2012		A		425.0737		(3)	(3)	1	425.0737	\$44.11	8353.3617	D		

Explanation of Responses:

- (1) Phantom shares relate to the Helmerich & Payne, Inc. Director Deferred Compensation Plan.
- (2) 1-for-1
- (3) The shares of phantom stock become payable, in cash only, at the election of the reporting person either (1) in a lump sum payable no later than 60 days following the termination of the reporting person's service as a director or (2) in annual installments for a period of 'x' years (not to exceed 10).

Reporting Owners

Paperting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Foutch Randy A 1437 S. BOULDER AVE., SUITE 1400	X						
TULSA, OK 74119							

Signatures

Jonathan M. Cinocca, by Power of Attorney for Randy A. Foutch

9/6/2012

** 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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