

# HELMERICH & PAYNE, INC.

Reported by  
**HELM GORDON K**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/06/12 for the Period Ending 12/04/12

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

# 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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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>HELM GORDON K</b>  (Last) (First) (Middle)  <b>1437 SOUTH BOULDER AVE.</b>  (Street)  <b>TULSA, OK 74119</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>HELMERICH &amp; PAYNE INC</b> <b>[ HP ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director _____ 10% Owner ___ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Vice President &amp; Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/4/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  ___ <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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	12/4/2012		A		3000	A	\$0.00	27668	D	
Common Stock								7394	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$54.18	12/4/2012		A		8500		12/4/2013 (1)	12/4/2022	Common Stock	8500	\$0.00	8500	D	

**Explanation of Responses:**

(1) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 12/4/2012. The options vest 25% a year over 4 years. The noted date represents the first date options vest.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HELM GORDON K</b> <b>1437 SOUTH BOULDER AVE.</b> <b>TULSA, OK 74119</b>			<b>Vice President &amp; Controller</b>	

**Signatures**

Jonathan M. Cinocca, by Power of Attorney for Gordon K. Helm

12/6/2012

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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