

HELMERICH & PAYNE, INC.

Reported by
ROONEY L F III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/21/12 for the Period Ending 12/21/12

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**

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[] Check this box if no longer subject to Section 16. Form 4 or 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 * ROONEY L F III (Last) (First) (Middle) 1437 S. BOULDER AVE., SUITE 1400 (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 checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/21/2012</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ 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	12/21/2012		M		2800	A	\$12.08	10158	D	
Common Stock	12/21/2012		M		1316	A	\$13.055	11474	D	
Common Stock	12/21/2012		M		4208	A	\$16.01	15682	D	
Common Stock	12/21/2012		M		4122	A	\$21.065	19804	D	
Common Stock	12/21/2012		M		2349	A	\$38.015	22153	D	
Common Stock	12/21/2012		M		1902	A	\$47.935	24055	D	
Common Stock								58000	I	Shares held by Manhanttan Finance LP
Common Stock								8000	I	Shares held by Rooney Family Investments, Ltd

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)	\$12.08	12/21/2012		M		2800		12/3/2003	12/3/2013	Common Stock	2800	\$0.00	0	D	
Stock Option (right to buy)	\$13.055	12/21/2012		M		1316		9/1/2004	9/1/2014	Common	1316	\$0.00	0	D	

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				
to buy)									Stock					
Stock Option (right to buy)	\$16.01	12/21/2012		M		4208	12/1/2004	12/1/2014	Common Stock	4208	\$0.00	0	D	
Stock Option (right to buy)	\$21.065	12/21/2012		M		4122	12/2/2008	12/2/2018	Common Stock	4122	\$0.00	0	D	
Stock Option (right to buy)	\$38.015	12/21/2012		M		2349	12/1/2009	12/1/2019	Common Stock	2349	\$0.00	0	D	
Stock Option (right to buy)	\$47.935	12/21/2012		M		1902	12/7/2010	12/7/2020	Common Stock	1902	\$0.00	0	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROONEY L F III 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119	X			

Signatures

Jonathan M. Cinocca, by Power of Attorney for Francis Rooney

12/21/2012

** 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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