

HELMERICH & PAYNE, INC.

FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

Filed 12/12/05

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

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

**AMENDMENT NO. 1
TO
FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

HELMERICH & PAYNE, INC.

(Exact name of registrant as specified in its charter)

Delaware ----- (State of incorporation or organization)	73-0679879 ----- (I.R.S. Employer Identification No.)
1437 South Boulder Avenue, Suite 1400 Tulsa, Oklahoma -----	74119 -----
(Address of principal executive offices)	(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:\
_____ (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered -----	Name of each exchange on which each class is to be registered -----
Common Stock, \$.10 par value Preferred Stock Purchase Rights	New York Stock Exchange New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The Board of Directors of Helmerich & Payne, Inc. (the "Company") has approved the extension of the Company's rights plan. The Company has entered into an Amendment No. 1, dated as of December 8, 2005 ("Amendment No. 1"), to the Rights Agreement, dated as of January 8, 1996 (the "Rights Agreement"), between the Company and UMB Bank, N.A. (as successor rights agent to Liberty Bank and Trust Company of Oklahoma City, N.A.). Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Rights Agreement.

The description of the Rights contained herein is qualified in its entirety by the Rights Agreement, which was filed as Exhibit 1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 18, 1996, and Amendment No. 1 which was filed as Exhibit 4 to the Company's Current Report on Form 8-K, filed with the SEC on December 12, 2005, each of which is incorporated herein by reference. The terms of the Rights under the Rights Agreement prior to Amendment No. 1 were described in the initial Form 8-A, filed with the SEC on January 18, 1996.

Amendment No. 1 amends the Rights Agreement to, among other things: (i) extend the Final Expiration Date of the Rights to January 31, 2016; (ii) increase the exercise price of the Rights to \$250 per Right, subject to adjustment; (iii) shorten to 40 days from 120 days the period after a firm commitment underwriting during which such person will not be deemed the "Beneficial Owner" of the Company's securities for purposes of the Rights Agreement; (iv) clarify that a distribution of Rights would not occur if a tender offer or exchange offer were terminated prior to the tenth Business Day after the commencement of such offer; and (v) clarify the amendments that the Company may make to the Rights Agreement on or after a Distribution Date.

Item 2. Exhibits.

3.1 Restated Certificate of Incorporation and Amendment to Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1996, filed with the SEC on December 27, 1996 (SEC File No. 001-04221)).

3.2 Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002 (SEC File No. 001-04221)).

4.1 Rights Agreement, dated as of January 8, 1996, between the Company and Liberty Bank and Trust Company of Oklahoma City, N.A., which includes as Exhibits A, B and C thereto, the form of Certificate of Designation, Preferences and Rights of the Series A Junior Participating Preferred Stock, the form of Rights Certificate and the form of Summary of Rights, respectively (incorporated by reference to Exhibit 1 to the Company's Current Report on Form 8-K, filed with the SEC on January 18, 1996 (SEC File No. 001-04221)).

4.2 Amendment No. 1 to the Rights Agreement, dated as of December 8, 2005, between the Company and UMB Bank, N.A. (as successor rights agent to Liberty Bank and Trust Company of Oklahoma City, N.A.), as Rights Agent (incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K, filed with the SEC on December 12, 2005 (SEC File No. 001-04221)).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 12, 2005

HELMERICH & PAYNE, INC.

By: /s/ Steven R. Mackey

*-----
Name: Steven R. Mackey*

*Title: Vice President, Secretary
and General Counsel*

EXHIBIT INDEX

Exhibit No. -----	Description -----
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