

HELMERICH & PAYNE, INC.

Filed by

**STATE FARM MUTUAL AUTOMOBILE INSURANCE
CO**

FORM SC 13G/A (Amended Statement of Ownership)

Filed 02/11/99

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

HELMERICH & PAYNE INC

FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/11/1999

Address	UTICA AT 21ST ST TULSA, Oklahoma 74114
Telephone	918-742-5531
CIK	0000046765
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	09/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
Amendment No. ____

14

(This amendment is being filed in substitution of the
previous filing in order to add an additional entity)

(A fee is not being paid with this statement)

HELMERICH & PAYNE, INC.

(Issuer)

COMMON SHARES

(Title of Class of Securities)

423452101

(Cusip Number)

The information required in the remainder of this cover
page shall not be deemed to be "filed" for the purpose
of Section 18 of the Securities Exchange Act of 1934
("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all
other provisions of the Act.

John P. Elterich
Investment Department
State Farm Insurance Companies
One State Farm Plaza
Bloomington, IL 61710
(309) 766-9835
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13G

1. Name of Reporting Person and I.R.S. Identification No.:
State Farm Mutual Automobile Insurance Company 37-0533100
2. Member of a Group: (a)____(b) __
3. SEC USE ONLY:
4. Citizenship or Place of Organization: Illinois
5. Sole Voting Power: 4,128,600
6. Shared Voting Power: 0
7. Sole Dispositive Power: 4,128,600

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by each Reporting person: 4,128,600

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: _____

11. Percent of Class Represented by Amount in Row 9: 8.35 %

12. Type of Reporting Person: IC

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1. Name of Reporting Person and I.R.S. Identification No.:
State Farm Investment Management Corp. 37-0902469

2. Member of a Group: (a) _____ (b) X

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Delaware

5. Sole Voting Power: 0

6. Shared Voting Power: 2,547

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 2,547

9. Aggregate Amount Beneficially Owned by each Reporting person: 2,547

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: _____

11. Percent of Class Represented by Amount in Row 9: 0.00 %

12. Type of Reporting Person: IA

Item 1(a) and (b). Name and Address of Issuer:

**HELMERICH & PAYNE, INC.
UTICA AT 21ST
TULSA, OKLA. 74114**

Item 2(a). Name of Person Filing: State Farm Mutual Automobile Insurance Company and related entities; See Item 8 and Exhibit A

Item 2(b). Address of Principal Business Office: One State Farm Plaza Bloomington, IL 61710

Item 2(c). Citizenship: United States

Item 2(d) and (e). Title of Class of Securities and Cusip Number: See above.

Item 3. This Schedule is being filed, in accordance with 240.13d-1(b). See Exhibit A attached.

Item 4(a). Amount Beneficially Owned: 4,131,147 shares on 12/31/1998

Item 4(b). Percent of Class: 8.36 percent pursuant to Rule 13d-3(d)(1).

Item 4(c). Number of shares as to which such person has: The persons identified in Exhibit A hereto have sole power to vote or to direct the vote and to dispose or to direct the disposition of all shares reported hereby.

Item 5. Ownership of Five Percent or less of a Class: Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company: N/A **Item 8. Identification and Classification of Members of the Group:** See Exhibit A attached.

Item 9. Notice of Dissolution of Group: N/A Page _____ of _____ Pages

Item 10. Certification. The undersigned certify that, to the best of

his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature. After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

02/12/1999	STATE FARM MUTUAL AUTOMOBILE
_____ Date	INSURANCE COMPANY
STATE FARM VARIABLE PRODUCT TRUST	STATE FARM LIFE INSURANCE COMPANY
STATE FARM INSURANCE COMPANIES EMPLOYEE RETIREMENT TRUST	STATE FARM FIRE AND CASUALTY COMPANY
STATE FARM INSURANCE COMPANIES SAVINGS AND THRIFT PLAN FOR U.S. EMPLOYEES	STATE FARM INVESTMENT MANAGEMENT CORP.
STATE FARM INSURANCE COMPANIES SAVINGS AND THRIFT PLAN FOR U.S. EMPLOYEES	STATE FARM GROWTH FUND, INC.
STATE FARM INSURANCE COMPANIES SAVINGS AND THRIFT PLAN FOR U.S. EMPLOYEES	STATE FARM BALANCED FUND, INC.
_____ <i>/s/ Paul N. Eckley</i>	_____ <i>/s/ Paul N. Eckley</i>
<i>Paul N. Eckley, Fiduciary of each of the above</i>	<i>Paul N. Eckley, Vice President of each of the above Page _____ of _____ Pages 5 6</i>

EXHIBIT A

This Exhibit lists the entities affiliated with State Farm Mutual Automobile Insurance Company which might be deemed to constitute a "group" with regard to the ownership of shares reported herein. By way of explanation, State Farm Mutual Automobile Insurance Company is the parent of wholly owned subsidiaries, State Farm Life Insurance Company, which is the parent of the wholly owned subsidiary State Farm Life and Accident Assurance Company, and State Farm Fire and Casualty Company, which in turn is the parent of the wholly owned subsidiary State Farm Investment Management Corp. State Farm Investment Management Corp. acts as the investment advisor to State Farm Growth Fund, Inc., State Farm Balanced Fund, Inc. and the State Farm Variable Product Trust. The Investment Committees of the Board of Directors of each of the insurance companies and of the State Farm Investment Management Corp. and the Trustees of the State Farm Insurance Companies Employee Retirement Trust and State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees are vested with the responsibility for investing the assets of the companies, the Funds, the Trusts and the Equities Account and the Balanced Account of the State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees. State Farm Mutual Automobile Insurance Company employs all personnel of the Investment Department. State Farm Investment Management Corp. has a written agreement with State Farm Mutual Automobile Insurance Company whereby the Investment Department personnel assist State Farm Investment Management Corp. in its duties as investment advisor to the Funds and the State Farm Variable Product Trust. Investment actions taken by the Investment Department are ratified by the Investment Committees of the Boards of Directors of the insurance companies and the Management Corporation and by the Trustees of the Trusts and the Plan. Certain members of the Investment Department also execute voting proxies from time to time but in situations where a vote contrary to that of management on a major policy matter is under consideration, approval of the Investment Committees of the Boards of Directors of the Companies involved is first obtained.

Pursuant to Rule 13d-4 each person listed in the table below expressly disclaims "beneficial ownership" as to all shares as to which such person has no right to receive the proceeds of sale of the security and disclaims that it is part of a "group".

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Name	Classification Under Item 3	Number of Shares Based on Proceeds of Sale
State Farm Mutual Automobile Insurance Company	IC	4,128,600 shares
State Farm Life Insurance Company	IC	0 shares
State Farm Life and Accident Assurance Company	IC	0 shares
State Farm Fire and Casualty Company	IC	0 shares
State Farm Investment Management Corp.	IA	0 shares
State Farm Growth Fund, Inc.	IV	0 shares
State Farm Balanced Fund, Inc.	IV	0 shares

State Farm Variable Product Trust	IV	2,547 shares
State Farm Insurance Companies Employee Retirement Trust	EP	0 shares
State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees	EP	0 shares
Equities Account		0 shares
Balanced Account		0 shares

		4,131,147 shares

End of Filing

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