

[] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
W.			Н	elme	erich d	& Payne	, In	ıc. [ I	IP]				,			
				3. Date of Earliest Transaction (MM/DD/YYYY)												
															ner (specify	below)
LDER A	VE.					1/13	3/20	)23				SENIOR VI	AND CIV			
(Stre	et)		4. ]	f An	nendme	nt, Date O	rigin	nal File	d (MM/DI	D/YYY	YY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
												X Form filed by	y One Repor	ting Person	erson	
ity) (Sta	te) (Zij	p)										rom med by	wiore than c	ne reporting r	CISOII	
		Table I	- Non-Der	ivati	ive Secu	ırities Acq	quire	ed, Dis	posed of	f, or l	Bene	eficially Owne	d			
1. Title of Security (Instr. 3) 2. Trans.			. Trans. Date	Exec	ution	3. Trans. Coo (Instr. 8)	de	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)			Fo	ollowing Reported			Ownership of Indirect Form: Beneficial Direct (D) Ownersh	Beneficial Ownership
						Code	V	Amoun	(A) or (D)	Pric	e				or Indirect (I) (Instr. 4)	(Instr. 4)
			1/13/2023			<b>A</b> (1)		42302	A	\$0		1	48397		D	
			1/13/2023			F		8556	D	\$50.6	64	1	39841		D	
Tab	le II - Der	rivative S	Securities	Bene	eficially	Owned (a	e.g.,	puts, o	calls, wa	rran	ts, o	ptions, conver	tible secu	ırities)		
2. Conversion or Exercise Price of Derivative Security	Date E	Execution	(Instr. 8)	Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					Securities Derivative		nderlying Derivative Security Security		derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)			Expiration Date	Title	Amo		<u> </u>	Transaction(s) (		
	W.  (First)  LDER A  (Stre  74119  ity) (Sta  Tab  2.  Conversion or Exercise Price of Derivative	W.  (First) (M  LDER AVE. (Street)  74119  ity) (State) (Zi  Table II - Der  2. Conversion or Exercise Price of Derivative	W.  (First) (Middle)  LDER AVE. (Street)  74119 ity) (State) (Zip)  Table I  2  Table II - Derivative State of Date, if an Execution Date Date Date Date Date Date Date Date	W.   He	W.   Helmon	W. Helmerich (  (First) (Middle) 3. Date of Earli  LDER AVE.  (Street) 4. If Amendment  74119  ity) (State) (Zip)  Table I - Non-Derivative Secular Securar Se	W. Helmerich & Payne  (First) (Middle) 3. Date of Earliest Transa  LDER AVE. 1/13  (Street) 4. If Amendment, Date O  74119  ity) (State) (Zip)  Table I - Non-Derivative Securities Acc  2. Trans. Date Execution Date, if any  1/13/2023 A(1)  1/13/2023 F  Table II - Derivative Securities Beneficially Owned (Output)  2. Conversion or Exercise Date Conversion or Exercise Date Price of Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	W. Helmerich & Payne, Ir  (First) (Middle) 3. Date of Earliest Transaction  LDER AVE. 1/13/20  (Street) 4. If Amendment, Date Origin  Table I - Non-Derivative Securities Acquire  2. Trans. Date Execution Date, if any  1/13/2023 F  Table II - Derivative Securities Beneficially Owned (e.g., Conversion or Exercise Price of Perivative Security  3. Date of Earliest Transaction  1/13/20  4. If Amendment, Date Origin  2. Trans. Date Execution Date, if any  1/13/2023 F  Table II - Derivative Securities Beneficially Owned (e.g., Conversion or Exercise Price of Date Execution Date, if any Date Date Date Date Date Date Date Date	W. Helmerich & Payne, Inc. [ Factorial of First of Middle]    Table I - Non-Derivative Securities Acquired, Distriction	W. Helmerich & Payne, Inc. [HP]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)  LDER AVE. 1/13/2023  4. If Amendment, Date Original Filed (MM/DI  74119  ity) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or (D)  1/13/2023 F 8556 D  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, wa long Execution or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  2. Trans. Date Securities Beneficially Owned (e.g., puts, calls, wa long Execution or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration Date Expiration	W. Helmerich & Payne, Inc. [HP]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)  LDER AVE. 1/13/2023  4. If Amendment, Date Original Filed (MM/DD/YYY)  74119  ity) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or  2. Trans. Date Execution Date, if any 2. Trans. Code Execution Date, if any 3. Trans. Code (Instr. 8) (Instr. 3, 4 and 5)	W. Helmerich & Payne, Inc. [HP]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)  LDER AVE. 1/13/2023  (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY)  Table I - Non-Derivative Securities Acquired, Disposed of, or Ben  2. Trans. Date 2A. Deemed Execution Date, if any 2D August 2D	W. Helmerich & Payne, Inc. [HP]    Check all approximate   Check all approximates	Helmerich & Payne, Inc. [HP]   Director   X_ Officer (give title below SENIOR VP AND CFG (Street)   4. If Amendment, Date Original Filed (MM/DD/YYYY)   5. Individual or Joint/Gi X_ Form filed by More than C   2. Trans. Date   2. Trans. Code   3. Trans. Code   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   Date   Date	W. Helmerich & Payne, Inc. [HP]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)	Check all applicable   Director

## **Explanation of Responses:**

(1) Restricted stock units ("RSUs") determined to be eligible to vest under previously awarded performance share units, as certified by the Human Resources Committee. Vesting is subject to the condition that the participant is continuously employed by the Company, or an affiliate or subsidiary of the Company, through the end of the applicable three-year performance cycle. Following vesting, RSUs settle automatically into an equal number of shares of Helmerich & Payne, Inc. common stock.

Reporting Owners

reporting Owners									
Panorting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Smith Mark W.									
1437 S. BOULDER AVE.			SENIOR VP AND CFO						
TULSA, OK 74119									

## **Signatures**

/s/ William H. Gault by Power of Attorney for Mark W. Smith

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.