RUST EDWARD B JR

Form 4

December 17, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * RUST EDWARD B JR

(Street)

Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

Helmerich & Payne, Inc. [HP] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Check all applicable)

1437 S. BOULDER AVE.

(Month/Day/Year) 12/14/2018

X_ Director Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

A

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

TULSA, OK 74119

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

12/14/2018

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

Following

Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I)

Ownership (Instr. 4) (Instr. 4)

or Code V Amount Price

(A)

A

\$0

(D) 2,963

42,729

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | ionNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | , | any | Code | of | (Month/Day | /Year) | Under | rlying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | ve . | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securitie | s | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | l | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | l | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | Code V | (A) (D) | Date | Expiration | Title | Amount | | |
| | | | | Couc v | (A) (D) | Exercisable | Date | Titic | or | | |
| | | | | | | Excicisable | Date | | Number | | |
| | | | | | | | | | of | | |
| | | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| r g | Director | 10% Owner | Officer | Other | | | |
| RUST EDWARD B JR 1437 S. BOULDER AVE. | X | | | | | | |
| TULSA, OK 74119 | 21 | | | | | | |

Signatures

Cara M. Hair, by Power of Attorney for Edward B.
Rust, Jr.

12/17/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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