

HELMERICH & PAYNE INC

Form 4/A

February 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FEARS DOUGLAS E

(Last) (First) (Middle)

1437 SOUTH BOULDER AVE.

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HELMERICH & PAYNE INC [HP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/02/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/04/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	02/02/2005		M		3,976	A	\$ 18.8356	25,492	D <u>(1)</u>
Common Stock	02/02/2005		S		476	D	\$ 38.21	25,016	D <u>(1)</u>
Common Stock	02/02/2005		S		300	D	\$ 38.2	24,716	D <u>(1)</u>
Common Stock	02/02/2005		S		400	D	\$ 38.17	24,316	D <u>(1)</u>
Common Stock	02/02/2005		S		500	D	\$ 38.14	23,816	D <u>(1)</u>

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Common Stock	02/02/2005	S	300	D	\$ 38.13	23,516	D <u>(1)</u>
Common Stock	02/02/2005	S	400	D	\$ 38.1	23,116	D <u>(1)</u>
Common Stock	02/02/2005	S	400	D	\$ 38.09	22,716	D <u>(1)</u>
Common Stock	02/02/2005	S	300	D	\$ 38.07	22,416	D <u>(1)</u>
Common Stock	02/02/2005	S	100	D	\$ 38.06	22,316	D <u>(1)</u>
Common Stock	02/02/2005	S	400	D	\$ 38.03	21,916	D <u>(1)</u>
Common Stock	02/02/2005	S	300	D	\$ 38.02	21,616	D <u>(1)</u>
Common Stock	02/02/2005	S	100	D	\$ 37.98	21,516	D <u>(1)</u>

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

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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (right to buy)	\$ 18.8356	02/02/2005		M	3,976	12/01/2000 ⁽²⁾	12/01/2009	Common Stock	3,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEARS DOUGLAS E 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Vice President & CFO	

Signatures

Jonathan M. Cinocca, by Power of Attorney for Douglas E.
Fears

02/14/2005

____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).
- (1) Includes 1,319 shares indirectly held in the reporting person's 401(k) account.
These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan (Rule 16b-3 plan) on 12/01/99 at an exercise price of \$24.75, and \$18.8356 post-spinoff. These options vested over 4 years in 25% increments. The noted date represents the first date options vested.
- (2)

Remarks:

The purpose of filing this amendment is to reflect the correct number of total securities beneficially owned in each row of Tab

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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