

HELMERICH &amp; PAYNE INC

Form 4

January 31, 2006

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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 &amp; PAYNE INC [HP]

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

01/30/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President &amp; 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)
Common Stock	01/30/2006		A	19,420	A \$ 24.5909	44,846	D <sup>(1)</sup>
Common Stock	01/30/2006		D	5,000	D \$ 76.7	39,846	D <sup>(1)</sup>
Common Stock	01/30/2006		D	4,800	D \$ 76.89	35,046	D <sup>(1)</sup>
Common Stock	01/30/2006		D	200	D \$ 76.98	34,846	D <sup>(1)</sup>
Common Stock	01/30/2006		D	3,200	D \$ 77.33	31,646	D <sup>(1)</sup>

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Common Stock	01/30/2006	D	100	D	\$ 77.36	31,546	D <sup>(1)</sup>
Common Stock	01/30/2006	D	200	D	\$ 77.37	31,346	D <sup>(1)</sup>
Common Stock	01/30/2006	D	500	D	\$ 77.375	30,846	D <sup>(1)</sup>
Common Stock	01/30/2006	D	4,220	D	\$ 77.43	26,626	D <sup>(1)</sup>
Common Stock	01/30/2006	D	100	D	\$ 77.47	26,526	D <sup>(1)</sup>
Common Stock	01/30/2006	D	1,100	D	\$ 77.48	25,426	D <sup>(1)</sup>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock (right to buy)	\$ 24.5909	01/30/2006		M	19,420	12/06/2001 <sup>(2)</sup> 12/06/2010	Common Stock 19,420

## 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

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

01/31/2006

\_\_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 229 shares held indirectly in the reporting person's 401(k) account.

These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/06/00 at an exercise price of \$32.3125,

(2) becoming \$24.5909 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the first date options vest and become exercisable.

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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