

HELMERICH & PAYNE INC  
 Form 4  
 June 06, 2008

**FORM 4**

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

OMB APPROVAL

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 Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LINDSAY JOHN W**

(Last) (First) (Middle)  
 1437 SOUTH BOULDER AVE.,  
 SUITE 1400  
 (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)  
 06/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. VP - Drilling Subsidiary

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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	06/04/2008		M		18,652 A \$ 11.3318	72,945	D <u>(1)</u>	
Common Stock	06/04/2008		S		1,100 D \$ 64.11	71,845	D <u>(1)</u>	
Common Stock	06/04/2008		S		800 D \$ 64.1	71,045	D <u>(1)</u>	
Common Stock	06/04/2008		S		100 D \$ 64.06	70,945	D <u>(1)</u>	
Common Stock	06/04/2008		S		800 D \$ 64.04	70,145	D <u>(1)</u>	

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Common Stock	06/04/2008	S	1,100	D	\$ 64.03	69,045	D <u>(1)</u>
Common Stock	06/04/2008	S	400	D	\$ 64.02	68,645	D <u>(1)</u>
Common Stock	06/04/2008	S	2,200	D	\$ 64	66,445	D <u>(1)</u>
Common Stock	06/04/2008	S	2,500	D	\$ 64.0016	63,945	D <u>(1)</u>
Common Stock	06/04/2008	S	500	D	\$ 64.05	63,445	D <u>(1)</u>
Common Stock	06/04/2008	S	200	D	\$ 64.01	63,245	D <u>(1)</u>
Common Stock	06/04/2008	S	3,920	D	\$ 64	59,325	D <u>(1)</u>
Common Stock	06/04/2008	S	600	D	\$ 63.97	58,725	D <u>(1)</u>
Common Stock	06/04/2008	S	1,132	D	\$ 63.93	57,593	D <u>(1)</u>
Common Stock	06/04/2008	S	500	D	\$ 63.95	57,093	D <u>(1)</u>
Common Stock	06/04/2008	S	100	D	\$ 63.92	56,993	D <u>(1)</u>
Common Stock	06/04/2008	S	2,700	D	\$ 63.9432	54,293	D <u>(1)</u>

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

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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
						Code	V (A)	(D)	

Stock Option (right to buy)	\$ 11.3318	06/04/2008	M	18,652	12/05/2002 <sup>(2)</sup>	12/05/2011	Common Stock	18,652
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSAY JOHN W 1437 SOUTH BOULDER AVE., SUITE 1400 TULSA, OK 74119			Exec. VP - Drilling Subsidiary	

## Signatures

Jonathan M. Cinocca, by Power of Attorney for John W. Lindsay	06/06/2008
**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 9,293 shares held indirectly in the reporting person's 401(k) account.  
The options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/05/01 at an exercise price of \$29.78,
- (2) becoming \$22.6636 post-spinoff and, finally \$11.3318 post stock-split in July of 2006. The options vested over 4 years in 25% increments. The noted date represents the first date options vested and became exercisable.

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.