Edgar Filing: Helmerich & Payne, Inc. - Form 4

| Helmerich & Payne, In | с. | | | | | |
|---|---|--|---|--|---|--|
| Form 4 | | | | | | |
| March 02, 2017 | | | | | | |
| FORM 4 | | | | | OMB A | PPROVAL |
| UIN. | ITED STATES S | | AND EXCHANGI n, D.C. 20549 | E COMMISSION | OMB Number: | 3235-0287 |
| Check this box | | | | | Expires: | January 31, |
| if no longer subject to ST | ATEMENT OF | CHANGES IN | BENEFICIAL O | WNERSHIP OF | Estimated a | 2005 |
| Section 16. | | SECU | RITIES | | burden hou | |
| Form 4 or | | | | | response | |
| obligations | on $17(a)$ of the Pu | ublic Utility Ho | he Securities Excha Iding Company Act It Company Act of | t of 1935 or Section | n | |
| (Print or Type Responses) | | | | | | |
| 1. Name and Address of Re | porting Person * | 2. Issuer Name an | d Ticker or Trading | 5. Relationship of | Reporting Per | son(s) to |
| Petrie Thomas A. | | Symbol | C C | Issuer | | |
| | H | Helmerich & Pa | yne, Inc. [HP] | (Chec | k all applicable | a) |
| (Last) (First) | (Middle) 3 | B. Date of Earliest | Fransaction | (Chec | k all applicable | - |
| 1437 S. BOULDER A | | Month/Day/Year))3/01/2017 | | X Director Officer (give below) | | 6 Owner er (specify |
| (Street) | | I. If Amendment, E Filed(Month/Day/Ye | - | 6. Individual or Jo Applicable Line) _X_ Form filed by O | - | - |
| TULSA, OK 74119 | | | | Form filed by M Person | Iore than One Ro | eporting |
| (City) (State) | (Zip) | Table I - Non- | Derivative Securities A | Acquired, Disposed of | , or Beneficia | lly Owned |
| 1.Title of Security2. Transaction (Month/Day)(Instr. 3) | on Date 2A. Deemed /Year) Execution D any | | 4. Securities onAcquired (A) or Disposed of (D) | Securities F | Ownership Form: Direct D) or Indirect | 7. Nature of Indirect Beneficial |
| (11511. 5) | (Month/Day | | (Instr. 3, 4 and 5) | Owned (1 | | Ownership (Instr. 4) |
| | | | (A) | Transaction(s) | | |
| | | Code V | or Amount (D) Price | (Instr. 3 and 4) | | |
| Reminder: Report on a sepa | rate line for each clas | s of securities bene | eficially owned directly | or indirectly. | | |
| | | | Persons who re information con required to resp | spond to the collec tained in this form ond unless the form ently valid OMB con | are not n | EC 1474 (9-02) |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or | | |

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|----------------------|------------------------|------------|------|---|--|-----|---------------------|--------------------|-----------------|----------------------------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock (1) | (2) | 03/01/2017 | А | | 57.6365 | | (3) | (3) | Common Stock | 57.6365 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | nips | | |
|--|----------|------------|---------|-------|------------|
| | Director | 10% Owner | Officer | Other | |
| Petrie Thomas A. 1437 S. BOULDER AVE. TULSA, OK 74119 | Х | | | | |
| Signatures | | | | | |
| Jonathan M. Cinocca, by Power of Attorney for Thomas A. Petrie | | | | | 03/02/2017 |

<u>**</u>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) Phantom shares relate to the Helmerich & Payne, Inc. Director Deferred Compensation Plan.
- (2) 1-for-1
 - The shares of phantom stock become payable, in cash only, at the election of the reporting person either (1) in a lump sum payable no
- (3) later than 60 days following the termination of the reporting person's service as a director or (2) in annual installments for a period of 'x' years (not to exceed 10).

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.