

HELMERICH & PAYNE INC
 Form 4
 February 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
Tardio Juan Pablo

(Last) (First) (Middle)
 1437 SOUTH BOULDER AVENUE, 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)
 02/05/2014

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)
 VP & CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2014		M		2,250	A	\$ 38.015
Common Stock	02/05/2014		M		7,500	A	\$ 47.935
Common Stock	02/05/2014		M		9,000	A	\$ 59.76
Common Stock	02/05/2014		M		6,500	A	\$ 54.18
Common Stock	02/05/2014		S		25,250	D	\$ 85.04 (1)

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Common Stock 1,122 I 401(k) account

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 38.015	02/05/2014		M	2,250	12/01/2010 ⁽²⁾ 12/01/2019	Common Stock	2,250	
Stock Option (right to buy)	\$ 47.935	02/05/2014		M	7,500	12/07/2011 ⁽³⁾ 12/07/2020	Common Stock	7,500	
Stock Option (right to buy)	\$ 59.76	02/05/2014		M	9,000	12/06/2012 ⁽⁴⁾ 12/06/2021	Common Stock	9,000	
Stock Option (right to buy)	\$ 54.18	02/05/2014		M	6,500	12/04/2013 ⁽⁵⁾ 12/04/2022	Common Stock	6,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tardio Juan Pablo
1437 SOUTH BOULDER AVENUE
SUITE 1400
TULSA, OK 74119

VP &
CFO

Signatures

Jonathan M. Cinocca, by power of attorney for Juan Pablo
Tardio

02/06/2014

__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).

The noted price is the weighted average sale price for all sales. The range of prices for the transactions were as follows: \$84.81 to

- (1) \$85.235. The reporting person undertakes to provide upon request of the SEC staff, the issuer or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The options were granted on 12/1/09 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
- (3) The options were granted on 12/7/10 and vest over 4 years in 25% increments. The noted date represents the date options first began to vest.
- (4) The options were granted on 12/6/11 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
- (5) The options were granted on 12/4/12 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.

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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