

HELMERICH & PAYNE INC
Form 10-K
November 21, 2012

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 1-4221

HELMERICH & PAYNE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

73-0679879
(I.R.S. Employer Identification No.)

1437 S. Boulder Ave., Suite 1400, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74119-3623
(Zip Code)

(918) 742-5531

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------------------|--|
| Common Stock (\$0.10 par value) | New York Stock Exchange |
| Preferred Stock Purchase Rights | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At March 30, 2012, the aggregate market value of the voting stock held by non-affiliates was \$5,455,241,646

Number of shares of common stock outstanding at November 15, 2012: 105,728,157

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the following documents have been incorporated by reference into this Form 10-K as indicated:

Documents

- (1) Annual Report to Stockholders for the fiscal year ended September 30, 2012
- (2) Proxy Statement for Annual Meeting of Stockholders to be held March 6, 2013

10-K Parts

- Parts I and II
Part III
-

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

THIS REPORT INCLUDES "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. ALL STATEMENTS OTHER THAN STATEMENTS OF HISTORICAL FACTS INCLUDED IN THIS REPORT, INCLUDING, WITHOUT LIMITATION, STATEMENTS REGARDING THE REGISTRANT'S FUTURE FINANCIAL POSITION, BUSINESS STRATEGY, BUDGETS, PROJECTED COSTS AND PLANS AND OBJECTIVES OF MANAGEMENT FOR FUTURE OPERATIONS, ARE FORWARD-LOOKING STATEMENTS. IN ADDITION, FORWARD-LOOKING STATEMENTS GENERALLY CAN BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "MAY", "WILL", "EXPECT", "INTEND", "ESTIMATE", "ANTICIPATE", "BELIEVE", OR "CONTINUE" OR THE NEGATIVE THEREOF OR SIMILAR TERMINOLOGY. ALTHOUGH THE REGISTRANT BELIEVES THAT THE EXPECTATIONS REFLECTED IN SUCH FORWARD-LOOKING STATEMENTS ARE REASONABLE, IT CAN GIVE NO ASSURANCE THAT SUCH EXPECTATIONS WILL PROVE TO BE CORRECT. IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE REGISTRANT'S EXPECTATIONS ARE DISCLOSED IN THIS REPORT UNDER THE CAPTION "RISK FACTORS" BEGINNING ON PAGE 6, AS WELL AS IN MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ON, AND INCORPORATED BY REFERENCE TO, PAGES 3 THROUGH 17 OF THE COMPANY'S ANNUAL REPORT (EXHIBIT 13 TO THIS FORM 10-K). ALL SUBSEQUENT WRITTEN AND ORAL FORWARD-LOOKING STATEMENTS ATTRIBUTABLE TO THE REGISTRANT, OR PERSONS ACTING ON ITS BEHALF, ARE EXPRESSLY QUALIFIED IN THEIR ENTIRETY BY SUCH CAUTIONARY STATEMENTS. THE REGISTRANT ASSUMES NO DUTY TO UPDATE OR REVISE ITS FORWARD-LOOKING STATEMENTS BASED ON CHANGES IN INTERNAL ESTIMATES OR EXPECTATIONS OR OTHERWISE, EXCEPT AS REQUIRED BY LAW.

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FORM 10-K
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HELMERICH & PAYNE, INC. AND SUBSIDIARIES

**Annual Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

For the Fiscal Year Ended September 30, 2012

PART I

Item 1. BUSINESS

Helmerich & Payne, Inc. (hereafter referred to as the "Company", "we", "us" or "our"), was incorporated under the laws of the State of Delaware on February 3, 1940, and is successor to a business originally organized in 1920. We are primarily engaged in contract drilling of oil and gas wells for others and this business accounts for almost all of our operating revenues.

Our contract drilling business is composed of three reportable business segments: U.S. Land, Offshore and International Land. During fiscal 2012, our U.S. Land operations drilled primarily in Oklahoma, California, Texas, Wyoming, Colorado, Louisiana, Pennsylvania, Ohio, Utah, Arkansas, New Mexico, Montana, North Dakota and West Virginia. Offshore operations were conducted in the Gulf of Mexico, and offshore of California, Trinidad and Equatorial Guinea. Our International Land segment operated in six international locations during fiscal 2012: Ecuador, Colombia, Argentina, Tunisia, Bahrain and United Arab Emirates ("UAE").

We are also engaged in the ownership, development and operation of commercial real estate and the research and development of rotary steerable technology. Each of the businesses operates independently of the others through wholly-owned subsidiaries. This operating decentralization is balanced by centralized finance and legal organizations.

Our real estate investments located exclusively within Tulsa, Oklahoma, include a shopping center containing approximately 441,000 leasable square feet, multi-tenant industrial warehouse properties containing approximately one million leasable square feet and approximately 210 acres of undeveloped real estate.

Our subsidiary, TerraVici Drilling Solutions, Inc. ("TerraVici"), is developing patented rotary steerable technology to enhance horizontal and directional drilling operations. We acquired TerraVici to primarily complement our existing drilling rig technology as well as to potentially offer directional drilling services to third parties. By combining this new technology with our existing capabilities, we expect to improve drilling productivity and reduce total well cost to the customer.

On June 30, 2010, the Venezuelan government seized 11 rigs owned by our Venezuelan subsidiary and associated real and personal property. We have sued the Bolivarian Republic of Venezuela and related governmental entities for damages sustained as a result of the seizure of our Venezuelan drilling business. We are also participating in one arbitration against a non-Venezuelan entity related to the seizure of our property in Venezuela (For further information, see Item 3. Legal Proceedings). We are currently unable to determine the timing or amounts we may receive, if any, or the likelihood of recovery. Our financial statements have been prepared with the net assets, results of operations, and cash flows of the Venezuelan operations presented as discontinued operations. The operations from our Venezuelan subsidiary were previously an operating segment within our International Land segment.

CONTRACT DRILLING

General

We believe that we are one of the major land and offshore platform drilling contractors in the western hemisphere. Operating principally in North and South America, we specialize in shallow to deep drilling in oil and gas producing basins of the United States and in drilling for oil and gas in international locations. In the United States, we draw our customers primarily from the major oil companies and the larger independent oil companies. In South America, our current customers include major international oil companies.

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In fiscal 2012, we received approximately 59 percent of our consolidated operating revenues from our ten largest contract drilling customers. Occidental Oil and Gas Corporation, Marathon Oil Company and Devon Energy Production Co. LP (respectively, "Oxy", "Marathon" and "Devon"), including their affiliates, are our three largest contract drilling customers. We perform drilling services for Oxy on a world-wide basis, and for Marathon and for Devon in U.S. land operations. Revenues from drilling services performed for Oxy, Marathon and Devon in fiscal 2012 accounted for approximately 12 percent, 10 percent and 10 percent, respectively, of our consolidated operating revenues for the same period.

Rigs, Equipment and Facilities

We provide drilling rigs, equipment, personnel and camps on a contract basis. These services are provided so that our customers may explore for and develop oil and gas from onshore areas and from fixed platforms, tension-leg platforms and spars in offshore areas. Each of the drilling rigs consists of engines, drawworks, a mast, pumps, blowout preventers, a drill string and related equipment. The intended well depth and the drilling site conditions are the principal factors that determine the size and type of rig most suitable for a particular drilling job. A land drilling rig may be moved from location to location without modification to the rig. A platform rig is specifically designed to perform drilling operations upon a particular platform. While a platform rig may be moved from its original platform, significant expense is incurred to modify a platform rig for operation on each subsequent platform. In addition to traditional platform rigs, we operate self-moving platform drilling rigs and drilling rigs to be used on tension-leg platforms and spars. The self-moving rig is designed to be moved without the use of expensive derrick barges. The tension-leg platforms and spars allow drilling operations to be conducted in much deeper water than traditional fixed platforms.

Mechanical rigs rely on belts, pulleys and other mechanical devices to control drilling speed and other rig processes. As such, mechanical rigs are not highly efficient or precise in their operation. In contrast to mechanical rigs, SCR rigs rely on direct current for power. This enables motor speed to be controlled by changing electrical voltage. Compared to mechanical rigs, SCR rigs operate with greater efficiency, more power and better control. AC rigs on the other hand provide for even greater efficiency and flexibility than what can be achieved with mechanical or SCR rigs. AC rigs use a variable frequency drive that allows motor speed to be manipulated via changes to electrical frequency. The variable frequency drive permits greater control of motor speed for more precision. Among other attributes, AC rigs are electrically more efficient, produce more torque, utilize regenerative braking, have digital controls and AC motors require less maintenance.

During the mid-1990's, we undertook an initiative to use our land and offshore platform drilling experience to develop a new generation of drilling rigs that would be safer, faster-moving and more capable than mechanical rigs. In 1998, we put to work a new generation of highly mobile/depth flexible land drilling rigs (individually the "FlexRig®"). Since the introduction of our FlexRigs, we have focused on designing and building high-performance, high-efficiency rigs to be used exclusively in our contract drilling business. We believed that over time FlexRigs would displace older less capable rigs. With the advent of unconventional shale plays, our AC drive FlexRigs have proven to be particularly well suited for more complex horizontal drilling requirements. The FlexRig has been able to significantly reduce average rig move and drilling times compared to similar depth-rated traditional land rigs. In addition, the FlexRig allows greater depth flexibility and provides greater operating efficiency. The original rigs were designated as FlexRig1 and FlexRig2 rigs and were designed to drill wells with a depth of between 8,000 and 18,000 feet. In 2001, we announced that we would build the next generation of FlexRigs, known as "FlexRig3", which incorporated new drilling technology and new environmental and safety design. This new design included integrated top drive, AC electric drive, hydraulic BOP handling system, hydraulic tubular make-up and break-out system, split crown and traveling blocks and an

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enlarged drill floor that enables simultaneous crew activities. FlexRig3s were designed to target well depths of between 8,000 and 22,000 feet.

In 2006, we placed into service our first FlexRig4. While FlexRig4s are similar to our FlexRig3s, the FlexRig4s are designed to efficiently drill more shallow depth wells of between 4,000 and 18,000 feet. The FlexRig4 design includes a trailerized version and a skidding version, which incorporate additional environmental and safety design. This design permits the installation of a pipe handling system which allows the rig to be more efficiently operated and eliminates the need for a casing stabber in the mast. While the FlexRig4 trailerized version provides for more efficient well site to well site rig moves, the skidding version allows for drilling of up to 22 wells from a single pad which results in reduced environmental impact. In 2011, we announced the introduction of the FlexRig5 design. The FlexRig5 is suited for long lateral drilling of multiple wells from a single location, which is well suited for unconventional shale reservoirs. The new design preserves the key performance features of FlexRig3 combined with a bi-directional pad drilling system and equipment capacities suitable for wells in excess of 22,000 feet of measured depth.

Industry trends toward more complex drilling have accelerated the retirement of less capable mechanical rigs. Over the past few years our mechanical rigs have been sold as we added new AC drive rigs to our fleet. The retirement of our remaining seven mechanical rigs in fiscal 2011 marked the end of a multi-year evolution in the high-grading of our fleet from mechanical rigs to high-efficiency, high-performance rigs.

Since 1998, we have built and delivered 280 FlexRigs, including 165 FlexRig3s, 86 FlexRig4s, and 12 FlexRig5s. Of the total FlexRigs built through September 30, 2012, 162 have been built in the last five years. As of November 15, 2012, an additional 9 new FlexRigs remained under construction.

The effective use of technology is important to the maintenance of our competitive position within the drilling industry. We expect to continue to refine our existing technology and develop new technology in the future.

We assemble new FlexRigs at our gulf coast facility near Houston, Texas. We also have a 123,000 square foot fabrication facility located on approximately 11 acres near Tulsa, Oklahoma.

During fiscal 2012, we leased a 150,000 square foot industrial facility near Tulsa, Oklahoma for the purpose of overhauling/repairing rig equipment and associated component parts. This facility is expected to be fully operational by December 2012.

Drilling Contracts

Our drilling contracts are obtained through competitive bidding or as a result of negotiations with customers, and often cover multi-well and multi-year projects. Each drilling rig operates under a separate drilling contract. During fiscal 2012, all drilling services were performed on a "daywork" contract basis, under which we charge a fixed rate per day, with the price determined by the location, depth and complexity of the well to be drilled, operating conditions, the duration of the contract, and the competitive forces of the market. We have previously performed contracts on a combination "footage" and "daywork" basis, under which we charged a fixed rate per foot of hole drilled to a stated depth, usually no deeper than 15,000 feet, and a fixed rate per day for the remainder of the hole. Contracts performed on a "footage" basis involve a greater element of risk to the contractor than do contracts performed on a "daywork" basis. Also, we have previously accepted "turnkey" contracts under which we charge a fixed sum to deliver a hole to a stated depth and agree to furnish services such as testing, coring and casing the hole which are not normally done on a "footage" basis. "Turnkey" contracts entail varying degrees of risk greater than the usual "footage" contract. We have not accepted any "footage" or "turnkey" contracts in over fifteen years. We believe that under current market conditions, "footage" and "turnkey" contract rates do not adequately compensate us for the

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added risks. The duration of our drilling contracts are "well-to-well" or for a fixed term. "Well-to-well" contracts are cancelable at the option of either party upon the completion of drilling at any one site. Fixed-term contracts generally have a minimum term of at least six months but customarily provide for termination at the election of the customer, with an "early termination payment" to be paid to us if a contract is terminated prior to the expiration of the fixed term. However, under certain limited circumstances such as destruction of a drilling rig, our bankruptcy, sustained unacceptable performance by us or delivery of a rig beyond certain grace and/or liquidated damage periods, no early termination payment would be paid to us.

Contracts generally contain renewal or extension provisions exercisable at the option of the customer at prices mutually agreeable to us and the customer. In most instances contracts provide for additional payments for mobilization and demobilization.

As of September 30, 2012, we had 176 rigs under fixed-term contracts. While the original duration for these current fixed-term contracts are for six-month to seven-year periods, some fixed-term and well-to-well contracts are expected to be extended for longer periods than the original terms. However, the contracting parties have no legal obligation to extend these contracts.

Backlog

Our contract drilling backlog, being the expected future revenue from executed contracts with original terms in excess of one year, as of September 30, 2012 and 2011 was \$3.6 billion and \$3.8 billion, respectively. The decrease in backlog at September 30, 2012 from September 30, 2011, is primarily due to expiration of long-term contracts. Approximately 57.2 percent of the total September 30, 2012 backlog is not reasonably expected to be filled in fiscal 2013. A portion of the backlog represents term contracts for new rigs that will be constructed in the future.

The following table sets forth the total backlog by reportable segment as of September 30, 2012 and 2011, and the percentage of the September 30, 2012 backlog not reasonably expected to be filled in fiscal 2013:

| Reportable Segment | Total Backlog Revenue | | Percentage Not Reasonably Expected to be Filled in Fiscal 2013 |
|--------------------|-----------------------|-----------|---|
| | 9/30/2012 | 9/30/2011 | |
| | (in billions) | | |
| U.S. Land | \$ 3.0 | \$ 3.3 | 58.2% |
| Offshore | 0.1 | 0.1 | 35.4% |
| International | 0.5 | 0.4 | 56.1% |
| | \$ 3.6 | \$ 3.8 | |

We obtain certain key rig components from a single or limited number of vendors or fabricators. Certain of these vendors or fabricators are thinly capitalized independent companies located on the Texas gulf coast. Therefore, disruptions in rig component deliveries may occur. Accordingly, the actual amount of revenue earned may vary from the backlog reported. For further information, see Item 1A. Risk Factors.

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U.S. LAND DRILLING

At the end of September 2012, 2011 and 2010, we had 282, 248 and 220, respectively, of our land rigs available for work in the United States. The total number of rigs at the end of fiscal 2012 increased by a net of 34 rigs from the end of fiscal 2011. The increase is due to 46 new FlexRigs being completed and placed into service, 3 rigs transferred to international operations, 3 rigs sold during fiscal 2012, and 4 mechanical highly mobile rigs and 2 conventional rigs being removed from service. Our U.S. Land operations contributed approximately 85 percent (\$2.7 billion) of our consolidated operating revenues during fiscal 2012, compared with approximately 83 percent (\$2.1 billion) of consolidated operating revenues during fiscal 2011 and approximately 75 percent (\$1.4 billion) of consolidated operating revenues during fiscal 2010. Rig utilization was approximately 89 percent in fiscal 2012, approximately 86 percent in fiscal 2011 and approximately 73 percent in fiscal 2010. Our fleet of FlexRigs had an average utilization of approximately 97 percent during fiscal 2012, while our conventional and highly mobile rigs had an average utilization of approximately 11 percent. A rig is considered to be utilized when it is operated or being mobilized or demobilized under contract. At the close of fiscal 2012, 231 out of an available 282 land rigs were working.

OFFSHORE DRILLING

Our Offshore operations contributed approximately 6 percent in fiscal year 2012 (\$189.1 million) of our consolidated operating revenues compared to approximately 8 percent (\$201.4 million) of consolidated operating revenues during fiscal 2011 and 11 percent (\$202.7 million) of consolidated operating revenues during fiscal 2010. Rig utilization in fiscal 2012 was approximately 79 percent compared to approximately 77 percent in fiscal 2011 and approximately 80 percent in fiscal 2010. At the end of fiscal 2012, we had eight of our nine offshore platform rigs under contract and continued to work under management contracts for four customer-owned rigs. Revenues from drilling services performed for our largest offshore drilling customer totaled approximately 56 percent of offshore revenues during fiscal 2012.

INTERNATIONAL LAND DRILLING

General

Our International Land operations contributed approximately 9 percent (\$270.0 million) of our consolidated operating revenues during fiscal 2012, compared with approximately 9 percent (\$226.8 million) of consolidated operating revenues during fiscal 2011 and 13 percent (\$247.2 million) in fiscal 2010. Rig utilization in fiscal 2012 was 77 percent, 70 percent in fiscal 2011 and 71 percent in fiscal 2010.

Argentina

At the end of fiscal 2012, we had nine rigs in Argentina. Our utilization rate was approximately 52 percent during fiscal 2012, approximately 49 percent during fiscal 2011 and approximately 53 percent during fiscal 2010. Revenues generated by Argentine drilling operations contributed approximately 2 percent in both fiscal years 2012 and 2011 (\$54.3 million and \$44.2 million, respectively) of our consolidated operating revenues compared with approximately 3 percent of consolidated operating revenues (\$55.9 million) in fiscal 2010. Revenues from drilling services performed for our two largest customers in Argentina totaled approximately 2 percent of consolidated operating revenues and approximately 20 percent of international operating revenues during fiscal 2012. The Argentine drilling contracts are primarily with large international or national oil companies.

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Colombia

At the end of fiscal 2012, we had seven rigs in Colombia. Our utilization rate was approximately 79 percent during fiscal 2012, approximately 83 percent during fiscal 2011 and approximately 71 percent during fiscal 2010. Revenues generated by Colombian drilling operations contributed approximately 3 percent in the three fiscal years 2012, 2011 and 2010 of our consolidated operating revenues (\$82.2 million, \$74.5 million and \$57.5 million, respectively). Revenues from drilling services performed for our largest customer in Colombia totaled approximately 1 percent of consolidated operating revenues and approximately 16 percent of international operating revenues during fiscal 2012. The Colombian drilling contracts are primarily with large international or national oil companies.

Ecuador

At the end of fiscal 2012, we had five rigs in Ecuador. The utilization rate in Ecuador was 97 percent in fiscal 2012, compared to 85 percent in fiscal 2011 and 100 percent in fiscal 2010. Revenues generated by Ecuadorian drilling operations contributed approximately 2 percent in both fiscal years 2012 and 2011 (\$56.4 million and \$42.6 million, respectively) of consolidated operating revenues compared with approximately 3 percent in fiscal 2010 (\$52.1 million) of our consolidated operating revenues. Revenues from drilling services performed for the largest customer in Ecuador totaled approximately 1 percent of consolidated operating revenues and approximately 14 percent of international operating revenues during fiscal 2012. The Ecuadorian drilling contracts are primarily with large international or national oil companies.

Other Locations

In addition to our operations discussed above, at the end of fiscal 2012 we had two rigs in Tunisia, four rigs in Bahrain and two rigs in UAE.

FINANCIAL

Information relating to revenues, total assets and operating income by reportable operating segments may be found on, and is incorporated by reference to, pages 51 through 55 of our Annual Report (Exhibit 13 to this Form 10-K).

EMPLOYEES

We had 8,147 employees within the United States (19 of which were part-time employees) and 1,282 employees in international operations as of September 30, 2012.

AVAILABLE INFORMATION

Information relating to our internet address and information relating to our Securities and Exchange Commission ("SEC") filings may be found on, and is incorporated by reference to, page 57 of our Annual Report (Exhibit 13 to this Form 10-K).

Item 1A. RISK FACTORS

In addition to the risk factors discussed elsewhere in this Report, we caution that the following "Risk Factors" could have a material adverse effect on our business, financial condition and results of operations.

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Our offshore and land operations are subject to a number of operational risks, including environmental and weather risks, which could expose us to significant losses and damage claims. We are not fully insured against all of these risks and our contractual indemnity provisions may not fully protect us.

Our drilling operations are subject to the many hazards inherent in the business, including inclement weather, blowouts, well fires, loss of well control, pollution, and reservoir damage. These hazards could cause significant environmental damage, personal injury and death, suspension of drilling operations, serious damage or destruction of equipment and property and substantial damage to producing formations and surrounding lands and waters.

Our Offshore drilling operations are also subject to potentially greater environmental liability, including pollution of offshore waters and related negative impact on wildlife and habitat, adverse sea conditions and platform damage or destruction due to collision with aircraft or marine vessels. Our Offshore operations may also be negatively affected by blowouts or uncontrolled release of oil by third parties whose offshore operations are unrelated to our operations. We operate several platform rigs in the Gulf of Mexico. The Gulf of Mexico experiences hurricanes and other extreme weather conditions on a frequent basis, the frequency of which may increase with any climate change. Damage caused by high winds and turbulent seas could potentially curtail operations on such platform rigs for significant periods of time until the damage can be repaired. Moreover, even if our platform rigs are not directly damaged by such storms, we may experience disruptions in operations due to damage to customer platforms and other related facilities in the area.

We have a new-build rig assembly facility located near the Houston, Texas, ship channel, and our principal fabricator and other vendors are also located in the gulf coast region. Due to their location, these facilities are exposed to potentially greater hurricane damage.

We have indemnification agreements with many of our customers and we also maintain liability and other forms of insurance. In general, our drilling contracts contain provisions requiring our customer to indemnify us for, among other things, pollution and reservoir damage. However, our contractual rights to indemnification may be unenforceable or limited due to negligent or willful acts by us, our subcontractors and/or suppliers. Our customers may also dispute, or be unable to meet, their contractual indemnification obligations to us. Accordingly, we may be unable to transfer these risks to our drilling customers by contract or indemnification agreements. Incurring a liability for which we are not fully indemnified or insured could have a material adverse effect our business, financial condition and results of operations.

With the exception of "named wind storm" risk in the Gulf of Mexico, we insure rigs and related equipment at values that approximate the current replacement cost on the inception date of the policy. However, we self-insure a large deductible as well as a significant portion of the estimated replacement cost of our offshore rigs and our land rigs and equipment. We also carry insurance with varying deductibles and coverage limits with respect to offshore platform rigs and "named wind storm" risk in the Gulf of Mexico.

We have insurance coverage for comprehensive general liability, automobile liability, worker's compensation and employer's liability, and certain other specific risks. Insurance is purchased over deductibles to reduce our exposure to catastrophic events. We retain a significant portion of our expected losses under our worker's compensation, general liability and automobile liability programs. The Company self-insures a number of other risks including loss of earnings and business interruption. We are unable to obtain significant amounts of insurance to cover risks of underground reservoir damage; however, we are generally indemnified under our drilling contracts from this risk.

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If a significant accident or other event occurs and is not fully covered by insurance or an enforceable or recoverable indemnity from a customer, it could have a material adverse effect on our business, financial condition and results of operations. Our insurance will not in all situations provide sufficient funds to protect us from all liabilities that could result from our drilling operations. Our coverage includes aggregate policy limits. As a result, we retain the risk for any loss in excess of these limits. No assurance can be given that all or a portion of our coverage will not be cancelled during fiscal 2013, that insurance coverage will continue to be available at rates considered reasonable or that our coverage will respond to a specific loss. Further, we may experience difficulties in collecting from our insurers or our insurers may deny all or a portion of our claims for insurance coverage.

Oil and natural gas prices are volatile, and low prices could negatively affect our financial results in the future.

Our operations can be materially affected by low oil and gas prices. We believe that any significant reduction in oil and gas prices could depress the level of exploration and production activity and result in a corresponding decline in demand for our services. Worldwide military, political and economic events, including initiatives by the Organization of Petroleum Exporting Countries, may affect both the demand for, and the supply of, oil and gas. Fluctuations during the last few years in the demand and supply of oil and gas have contributed to, and are likely to continue to contribute to, price volatility. Any prolonged reduction in demand for our services could have a material adverse effect on our business, financial condition and results of operations.

A sluggish global economy may affect our business.

As a result of volatility in oil and natural gas prices and a continuing sluggish global economic environment, we are unable to determine whether our customers will maintain spending on exploration and development drilling or whether customers and/or vendors and suppliers will be able to access financing necessary to sustain their current level of operations, fulfill their commitments and/or fund future operations and obligations. The current global economic environment may impact industry fundamentals and result in reduced demand for drilling rigs. These conditions could have a material adverse effect on our business, financial condition and results of operations.

The contract drilling business is highly competitive.

Competition in contract drilling involves such factors as price, rig availability, efficiency, condition and type of equipment, reputation, operating safety, environmental impact, and customer relations. Competition is primarily on a regional basis and may vary significantly by region at any particular time. Land drilling rigs can be readily moved from one region to another in response to changes in levels of activity, and an oversupply of rigs in any region may result, leading to increased price competition.

Although many contracts for drilling services are awarded based solely on price, we have been successful in establishing long-term relationships with certain customers which have allowed us to secure drilling work even though we may not have been the lowest bidder for such work. We have continued to attempt to differentiate our services based upon our FlexRigs and our engineering design expertise, operational efficiency, safety and environmental awareness. This strategy is less effective when lower demand for drilling services intensifies price competition and makes it more difficult or impossible to compete on any basis other than price. Also, future improvements in operational efficiency and safety by our competitors could negatively affect our ability to differentiate our services.

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The loss of one or a number of our large customers could have a material adverse effect on our business, financial condition and results of operations.

In fiscal 2012, we received approximately 59 percent of our consolidated operating revenues from our ten largest contract drilling customers and approximately 32 percent of our consolidated operating revenues from our three largest customers (including their affiliates). We believe that our relationship with all of these customers is good; however, the loss of one or more of our larger customers could have a material adverse effect on our business, financial condition and results of operations.

International uncertainties and local laws could adversely affect our business.

International operations are subject to certain political, economic and other uncertainties not encountered in U.S. operations, including increased risks of social unrest, strikes, terrorism, kidnapping of employees, nationalization, forced negotiation or modification of contracts, expropriation of equipment as well as expropriation of a particular oil company operator's property and drilling rights, taxation policies, foreign exchange restrictions, currency rate fluctuations and general hazards associated with foreign sovereignty over certain areas in which operations are conducted. On June 30, 2010, the Venezuelan government seized 11 rigs and associated real and personal property owned by our Venezuelan subsidiary. In Argentina, general economic conditions have shown improvement and political protests and social disturbances have diminished considerably since the economic crisis of 2001 and 2002. However, the rapid and radical nature of the changes in the Argentine social, political, economic and legal environment over the past several years and the absence of a clear political consensus in favor of any particular set of economic policies have given rise to significant uncertainties about the country's economic and political future. It is currently unclear whether the economic and political instability experienced over the past several years will continue and it is possible that, despite recent economic growth, Argentina may return to a deeper recession, higher inflation and unemployment and greater social unrest. If instability persists, there could be a material adverse effect on our results of operations and financial condition.

There can be no assurance that there will not be changes in local laws, regulations and administrative requirements or the interpretation thereof which could have a material adverse effect on the profitability of our operations or on our ability to continue operations in certain areas. Because of the impact of local laws, our future operations in certain areas may be conducted through entities in which local citizens own interests and through entities (including joint ventures) in which we hold only a minority interest or pursuant to arrangements under which we conduct operations under contract to local entities. While we believe that neither operating through such entities nor pursuant to such arrangements would have a material adverse effect on our operations or revenues, there can be no assurance that we will in all cases be able to structure or restructure our operations to conform to local law (or the administration thereof) on terms we find acceptable.

Although we attempt to minimize the potential impact of such risks by operating in more than one geographical area, during fiscal 2012, approximately 9 percent of our consolidated operating revenues were generated from the international contract drilling business. During fiscal 2012, approximately 72 percent of the international operating revenues were from operations in South America. All of the South American operating revenues were from Argentina, Colombia and Ecuador.

We depend on a limited number of vendors, some of which are thinly capitalized and the loss of any of which could disrupt our operations.

Certain key rig components are either purchased from or fabricated by a single or limited number of vendors, and we have no long-term contracts with many of these vendors. Shortages could occur in these essential components due to an interruption of supply or increased demands in the industry. If we are unable to procure certain of such rig components, we would be required to reduce our rig

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construction or other operations, which could have a material adverse effect on our business, financial condition and results of operations.

If our principal fabricator, located on the Texas gulf coast, was unable or unwilling to continue fabricating rig components, then we would have to transfer this work to other acceptable fabricators. This transfer could result in significant delay in the completion of new FlexRigs. Any significant interruption in the fabrication of rig components could have a material adverse impact on our business, financial condition and results of operations.

Certain key rig components are obtained from vendors that are, in some cases, thinly capitalized, independent companies that generate significant portions of their business from us or from a small group of companies in the energy industry. These vendors may be disproportionately affected by any loss of business, downturn in the energy industry or reduction or unavailability of credit. Therefore, disruptions in rig component delivery may occur, and such disruptions and terminations could have a material adverse effect on our business, financial condition and results of operations.

Our securities portfolio may lose significant value due to a decline in equity prices and other market-related risks, thus impacting our debt ratio and financial strength.

At September 30, 2012, we had a portfolio of securities with a total fair value of approximately \$452 million. The fair value in Atwood Oceanics, Inc. and Schlumberger, Ltd. was \$434 million at September 30, 2012. These securities are subject to a wide variety of market-related risks that could substantially reduce or increase the fair value of our holdings. Except for investments in limited partnerships carried at cost, the portfolio is recorded at fair value on our balance sheet with changes in unrealized after-tax value reflected in the equity section of our balance sheet. Subsequent to September 30, 2012, we sold our share in the limited partnerships. Any reduction in fair value would have an impact on our debt ratio and financial strength. At November 15, 2012, the fair value of the portfolio had increased to approximately \$438 million.

Government regulations and environmental laws could adversely affect our business.

Many aspects of our operations are subject to government regulation, including those relating to drilling practices, pollution, disposal of hazardous substances and oil field waste. The United States and various other countries have environmental regulations which affect drilling operations. The cost of compliance with these laws could be substantial. A failure to comply with these laws and regulations could expose us to substantial civil and criminal penalties. In addition, environmental laws and regulations in the United States impose a variety of requirements on "responsible parties" related to the prevention of oil spills and liability for damages from such spills. As an owner and operator of drilling rigs, we may be deemed to be a responsible party under these laws and regulations.

We believe that we are in substantial compliance with all legislation and regulations affecting our operations in the drilling of oil and gas wells and in controlling the discharge of wastes. To date, compliance costs have not materially affected our capital expenditures, earnings, or competitive position, although compliance measures may add to the costs of drilling operations. Additional legislation or regulation may reasonably be anticipated, and the effect thereof on our operations cannot be predicted.

Regulation of greenhouse gases and climate change could have a negative impact on our business.

Scientific studies have suggested that emissions of certain gases, commonly referred to as "greenhouse gases" ("GHGs") and including carbon dioxide and methane, may be contributing to warming of the Earth's atmosphere and other climatic changes. In response to such studies, the issue of climate change and the effect of GHG emissions, in particular emissions from fossil fuels, is attracting increasing attention worldwide. We are aware of the increasing focus of local, state, national and

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international regulatory bodies on GHG emissions and climate change issues. The United States Congress may consider legislation to reduce GHG emissions. Although it is not possible at this time to predict whether proposed legislation or regulations will be adopted, any such future laws and regulations could result in increased compliance costs or additional operating restrictions. Any additional costs or operating restrictions associated with legislation or regulations regarding GHG emissions could have a material adverse impact on our business, financial condition and results of operations.

New legislation and regulatory initiatives relating to hydraulic fracturing could delay or limit the drilling services we provide to customers whose drilling programs could be impacted by such laws.

Members of the U.S. Congress and the U.S. Environmental Protection Agency, or the EPA, are reviewing more stringent regulation of hydraulic fracturing, a technology which involves the injection of water, sand and chemicals under pressure into rock formations to stimulate oil and natural gas production. Both the U.S. Congress and the EPA are studying whether there is any link between hydraulic fracturing and soil or ground water contamination or any impact on public health. Legislation has been introduced before Congress to provide for federal regulation of hydraulic fracturing and to require disclosure of the chemicals used in the fracturing process. In addition, some states have and others are considering adopting regulations that could restrict hydraulic fracturing in certain circumstances. We do not engage in any hydraulic fracturing activities. However, any new laws, regulation or permitting requirements regarding hydraulic fracturing could delay or limit the drilling services we provide to customers whose drilling programs could be impacted by new legal requirements. Widespread regulation significantly restricting or prohibiting hydraulic fracturing by our customers could have a material adverse impact on our business, financial condition and results of operation.

Our business and results of operations may be adversely affected by foreign currency devaluation.

Contracts for work in foreign countries generally provide for payment in U.S. dollars; however, government-owned petroleum companies may in the future require that a greater proportion of these payments be made in local currencies. Based upon current information, we believe that our exposure to potential losses from currency devaluation in foreign countries is immaterial. However, in the event of future payments in local currencies or an inability to exchange local currencies for U.S. dollars, we may incur currency devaluation losses which could have a material adverse impact on our business, financial condition and results of operations.

Fixed-term contracts may in certain instances be terminated without an early termination payment.

Fixed-term drilling contracts customarily provide for termination at the election of the customer, with an "early termination payment" to be paid to us if a contract is terminated prior to the expiration of the fixed term. However, under certain limited circumstances, such as destruction of a drilling rig, our bankruptcy, sustained unacceptable performance by us or delivery of a rig beyond certain grace and/or liquidated damage periods, no early termination payment would be paid to us. Even if an early termination payment is owed to us, the current global economic environment may affect the customer's ability to pay the early termination payment.

Shortages of drilling equipment and supplies could adversely affect our operations.

The contract drilling business is highly cyclical. During periods of increased demand for contract drilling services, delays in delivery and shortages of drilling equipment and supplies can occur. These risks are intensified during periods when the industry experiences significant new drilling rig construction or refurbishment. Any such delays or shortages could have a material adverse effect on our business, financial condition and results of operations.

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New technologies may cause our drilling methods and equipment to become less competitive, resulting in an adverse effect on our financial condition and results of operations.

Although we take measures to ensure that we use advanced oil and natural gas drilling technology, changes in technology or improvements in competitors' equipment could make our equipment less competitive or require significant capital investments to keep our equipment competitive. Any such changes in technology could have a material adverse effect on our business, financial condition and results of operations.

Competition for experienced personnel may negatively impact our operations or financial results.

We utilize highly skilled personnel in operating and supporting our businesses. In times of high utilization, it can be difficult to retain, and in some cases find, qualified individuals. Although to date our operations have not been materially affected by competition for personnel, an inability to obtain or find a sufficient number of qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

Improvements in or new discoveries of alternative energy technologies could have a material adverse effect on our financial condition and results of operations.

Since our business depends on the level of activity in the oil and natural gas industry, any improvement in or new discoveries of alternative energy technologies that increase the use of alternative forms of energy and reduce the demand for oil and natural gas could have a material adverse effect on our business, financial condition and results of operations.

Item 1B. UNRESOLVED STAFF COMMENTS

We have received no written comments regarding our periodic or current reports from the staff of the Securities and Exchange Commission that were issued 180 days or more preceding the end of our 2012 fiscal year and that remain unresolved.

Table of Contents**Item 2. PROPERTIES****CONTRACT DRILLING**

The following table sets forth certain information concerning our U.S. land and offshore drilling rigs as of September 30, 2012:

| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|-----------------|-----|-------------------------|----------------|--------------------------|
| FLEXRIGS | | | | |
| TEXAS | 164 | 18,000 | SCR (FlexRig1) | 1,500 |
| TEXAS | 165 | 18,000 | SCR (FlexRig1) | 1,500 |
| TEXAS | 166 | 18,000 | SCR (FlexRig1) | 1,500 |
| TEXAS | 167 | 18,000 | SCR (FlexRig1) | 1,500 |
| TEXAS | 168 | 18,000 | SCR (FlexRig1) | 1,500 |
| TEXAS | 169 | 18,000 | SCR (FlexRig1) | 1,500 |
| NORTH DAKOTA | 179 | 18,000 | SCR (FlexRig2) | 1,500 |
| NORTH DAKOTA | 180 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 181 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 182 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 183 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 184 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 185 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 186 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 187 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 188 | 18,000 | SCR (FlexRig2) | 1,500 |
| OKLAHOMA | 189 | 18,000 | SCR (FlexRig2) | 1,500 |
| TEXAS | 210 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 211 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 212 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 213 | 22,000 | AC (FlexRig3) | 1,500 |
| NEW MEXICO | 214 | 22,000 | AC (FlexRig3) | 1,500 |
| WYOMING | 215 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 216 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 217 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 218 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 219 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 220 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 221 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 222 | 22,000 | AC (FlexRig3) | 1,500 |
| NEW MEXICO | 223 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 224 | 22,000 | AC (FlexRig3) | 1,500 |
| PENNSYLVANIA | 225 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 226 | 22,000 | AC (FlexRig3) | 1,500 |
| NEW MEXICO | 227 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 229 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 231 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 232 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 233 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 234 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 235 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 236 | 22,000 | AC (FlexRig3) | 1,500 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|--------------|-----|-------------------------|---------------|--------------------------|
| TEXAS | 238 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 239 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 240 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 241 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 243 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 244 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 245 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 246 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 247 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 248 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 249 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 250 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 251 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 252 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 253 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 254 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 255 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 256 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 257 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 258 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 259 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 260 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 261 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 262 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 263 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 264 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 265 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 266 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 267 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 268 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 269 | 22,000 | AC (FlexRig3) | 1,500 |
| WYOMING | 271 | 18,000 | AC (FlexRig4) | 1,500 |
| MONTANA | 272 | 18,000 | AC (FlexRig4) | 1,500 |
| UTAH | 273 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 274 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 275 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 276 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 277 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 278 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 279 | 18,000 | AC (FlexRig4) | 1,500 |
| WYOMING | 280 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 281 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 282 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 283 | 8,000 | AC (FlexRig4) | 1,150 |
| PENNSYLVANIA | 284 | 18,000 | AC (FlexRig4) | 1,500 |
| OHIO | 285 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 286 | 18,000 | AC (FlexRig4) | 1,500 |
| OHIO | 287 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 288 | 18,000 | AC (FlexRig4) | 1,500 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|--------------|-----|-------------------------|---------------|--------------------------|
| ARKANSAS | 289 | 18,000 | AC (FlexRig4) | 1,500 |
| PENNSYLVANIA | 290 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 293 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 294 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 295 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 296 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 297 | 18,000 | AC (FlexRig4) | 1,500 |
| UTAH | 298 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 299 | 18,000 | AC (FlexRig4) | 1,500 |
| NEW MEXICO | 300 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 302 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 303 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 304 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 305 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 306 | 8,000 | AC (FlexRig4) | 1,150 |
| COLORADO | 307 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 308 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 309 | 18,000 | AC (FlexRig4) | 1,500 |
| WYOMING | 310 | 18,000 | AC (FlexRig4) | 1,500 |
| WYOMING | 311 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 312 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 313 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 314 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 315 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 316 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 317 | 18,000 | AC (FlexRig4) | 1,500 |
| UTAH | 318 | 18,000 | AC (FlexRig4) | 1,500 |
| UTAH | 319 | 18,000 | AC (FlexRig4) | 1,500 |
| MONTANA | 320 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 321 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 322 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 323 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 324 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 325 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 326 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 327 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 328 | 18,000 | AC (FlexRig4) | 1,500 |
| NORTH DAKOTA | 329 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 330 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 331 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 332 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 340 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 341 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 342 | 18,000 | AC (FlexRig4) | 1,500 |
| COLORADO | 343 | 18,000 | AC (FlexRig4) | 1,500 |
| TEXAS | 344 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 345 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 346 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 347 | 8,000 | AC (FlexRig4) | 1,150 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|--------------|-----|-------------------------|---------------|--------------------------|
| TEXAS | 348 | 8,000 | AC (FlexRig4) | 1,150 |
| CALIFORNIA | 349 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 351 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 352 | 8,000 | AC (FlexRig4) | 1,150 |
| COLORADO | 353 | 18,000 | AC (FlexRig4) | 1,500 |
| ARKANSAS | 354 | 18,000 | AC (FlexRig4) | 1,500 |
| NEW MEXICO | 355 | 8,000 | AC (FlexRig4) | 1,150 |
| OKLAHOMA | 356 | 8,000 | AC (FlexRig4) | 1,150 |
| TEXAS | 360 | 8,000 | AC (FlexRig4) | 1,150 |
| NEW MEXICO | 370 | 22,000 | AC (FlexRig3) | 1,500 |
| PENNSYLVANIA | 371 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 372 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 373 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 374 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 375 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 376 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 377 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 378 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 379 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 380 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 381 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 382 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 383 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 384 | 22,000 | AC (FlexRig3) | 1,500 |
| PENNSYLVANIA | 385 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 386 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 387 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 388 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 389 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 390 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 391 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 392 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 393 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 394 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 395 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 396 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 397 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 398 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 399 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 415 | 22,000 | AC (FlexRig3) | 1,500 |
| NEW MEXICO | 416 | 22,000 | AC (FlexRig3) | 1,500 |
| LOUISIANA | 417 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 418 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 419 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 420 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 421 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 422 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 423 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 424 | 22,000 | AC (FlexRig3) | 1,500 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|-----------------|------------|---------------------------------|-----------------|----------------------------------|
| OKLAHOMA | 425 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 426 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 427 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 428 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 429 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 430 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 431 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 432 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 433 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 434 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 435 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 436 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 437 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 438 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 439 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 440 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 441 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 442 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 443 | 22,000 | AC (FlexRig3) | 1,500 |
| CALIFORNIA | 444 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 445 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 446 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 447 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 448 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 449 | 22,000 | AC (FlexRig3) | 1,500 |
| OKLAHOMA | 450 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 451 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 452 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 453 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 454 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 455 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 456 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 457 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 458 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 459 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 460 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 461 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 462 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 463 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 464 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 465 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 466 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 467 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 468 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 469 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 470 | 22,000 | AC (FlexRig3) | 1,500 |
| NORTH DAKOTA | 471 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 472 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 473 | 22,000 | AC (FlexRig3) | 1,500 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|--------------------------|-----|-------------------------|---------------|--------------------------|
| NEW MEXICO | 474 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 475 | 22,000 | AC (FlexRig3) | 1,500 |
| NEW MEXICO | 477 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 478 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 479 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 480 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 481 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 482 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 483 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 485 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 486 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 487 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 488 | 22,000 | AC (FlexRig3) | 1,500 |
| TEXAS | 494 | 22,000 | AC (FlexRig3) | 1,500 |
| PENNSYLVANIA | 500 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 501 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 502 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 503 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 504 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 505 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 506 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 507 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 508 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 509 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 510 | 22,000 | AC (FlexRig5) | 1,500 |
| TEXAS | 519 | 22,000 | AC (FlexRig5) | 1,500 |
| CONVENTIONAL RIGS | | | | |
| LOUISIANA | 122 | 16,000 | SCR | 1,700 |
| OKLAHOMA | 162 | 18,000 | SCR | 1,500 |
| LOUISIANA | 79 | 20,000 | SCR | 2,000 |
| TEXAS | 80 | 20,000 | SCR | 1,500 |
| OKLAHOMA | 89 | 20,000 | SCR | 1,500 |
| OKLAHOMA | 92 | 20,000 | SCR | 1,500 |
| OKLAHOMA | 94 | 20,000 | SCR | 1,500 |
| OKLAHOMA | 98 | 20,000 | SCR | 1,500 |
| TEXAS | 137 | 26,000 | SCR | 2,000 |
| TEXAS | 149 | 26,000 | SCR | 2,000 |
| LOUISIANA | 72 | 30,000 | SCR | 3,000 |
| OKLAHOMA | 73 | 30,000 | SCR | 3,000 |
| TEXAS | 125 | 30,000 | SCR | 3,000 |
| LOUISIANA | 134 | 30,000 | SCR | 3,000 |
| TEXAS | 136 | 30,000 | SCR | 3,000 |
| TEXAS | 157 | 30,000 | SCR | 3,000 |
| LOUISIANA | 161 | 30,000 | SCR | 3,000 |
| LOUISIANA | 163 | 30,000 | SCR | 3,000 |

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| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|-------------------------------|-----|-------------------------|---------------|--------------------------|
| OFFSHORE PLATFORM RIGS | | | | |
| LOUISIANA | 203 | 20,000 | Self-Erecting | 2,500 |
| GULF OF MEXICO | 205 | 20,000 | Self-Erecting | 2,000 |
| GULF OF MEXICO | 206 | 20,000 | Self-Erecting | 1,500 |
| GULF OF MEXICO | 100 | 30,000 | Conventional | 3,000 |
| GULF OF MEXICO | 105 | 30,000 | Conventional | 3,000 |
| GULF OF MEXICO | 107 | 30,000 | Conventional | 3,000 |
| GULF OF MEXICO | 201 | 30,000 | Tension-leg | 3,000 |
| GULF OF MEXICO | 202 | 30,000 | Tension-leg | 3,000 |
| GULF OF MEXICO | 204 | 30,000 | Tension-leg | 3,000 |

The following table sets forth information with respect to the utilization of our U.S. land and offshore drilling rigs for the periods indicated:

| | Years ended September 30, | | | | |
|--|---------------------------|------|------|------|------|
| | 2008 | 2009 | 2010 | 2011 | 2012 |
| U.S. Land Rigs | | | | | |
| Number of rigs at end of period | 185 | 201 | 220 | 248 | 282 |
| Average rig utilization rate during period (1) | 96% | 68% | 73% | 86% | 89% |
| U.S. Offshore Platform Rigs | | | | | |
| Number of rigs at end of period | 9 | 9 | 9 | 9 | 9 |
| Average rig utilization rate during period (1) | 75% | 89% | 80% | 77% | 79% |

(1)

A rig is considered to be utilized when it is operated or being moved, assembled or dismantled under contract.

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The following table sets forth certain information concerning our international drilling rigs as of September 30, 2012:

| Location | Rig | Average Depth (Feet) | Rig Type | Drawworks: Horsepower |
|-----------|-----|-------------------------|---------------|--------------------------|
| UAE | 476 | 22,000 | AC (FlexRig3) | 1,500 |
| UAE | 484 | 22,000 | AC (FlexRig3) | 1,500 |
| Argentina | 335 | 8,000 | AC (FlexRig4) | 1,150 |
| Argentina | 336 | 8,000 | AC (FlexRig4) | 1,150 |
| Argentina | 337 | 8,000 | AC (FlexRig4) | 1,150 |
| Argentina | 338 | 8,000 | AC (FlexRig4) | 1,150 |
| Argentina | 123 | 26,000 | SCR | 2,100 |
| Argentina | 175 | 30,000 | SCR | 3,000 |
| Argentina | 177 | 30,000 | SCR | 3,000 |
| Argentina | 151 | 30,000+ | SCR | 3,000 |
| Argentina | 230 | 22,000 | AC (FlexRig3) | 1,500 |
| Bahrain | 291 | 8,000 | AC (FlexRig4) | 1,150 |
| Bahrain | 292 | 8,000 | AC (FlexRig4) | 1,150 |
| Bahrain | 301 | 8,000 | AC (FlexRig4) | 1,150 |
| Bahrain | 339 | 8,000 | AC (FlexRig4) | 1,150 |
| Colombia | 333 | 8,000 | AC (FlexRig4) | 1,150 |
| Colombia | 334 | 8,000 | AC (FlexRig4) | 1,150 |
| Colombia | 237 | 22,000 | AC (FlexRig3) | 1,500 |
| Colombia | 190 | 26,000 | SCR | 2,000 |
| Colombia | 133 | 30,000 | SCR | 3,000 |
| Colombia | 139 | 30,000+ | SCR | 3,000 |
| Colombia | 152 | 30,000+ | SCR | 3,000 |
| Ecuador | 132 | 18,000 | SCR | 1,500 |
| Ecuador | 176 | 18,000 | SCR | 1,500 |
| Ecuador | 121 | 20,000 | SCR | 1,700 |
| Ecuador | 117 | 26,000 | SCR | 2,500 |
| Ecuador | 138 | 26,000 | SCR | 2,500 |
| Tunisia | 228 | 22,000 | AC (FlexRig3) | 1,500 |
| Tunisia | 242 | 22,000 | AC (FlexRig3) | 1,500 |

The following table sets forth information with respect to the utilization of our international drilling rigs for the periods indicated:

| | Years ended September 30, | | | | |
|---|---------------------------|------|------|------|------|
| | 2008 | 2009 | 2010 | 2011 | 2012 |
| Number of rigs at end of period | 19 | 33 | 28 | 24 | 29 |
| Average rig utilization rate during period (1)(2) | 72% | 70% | 71% | 70% | 77% |

- (1) A rig is considered to be utilized when it is operated or being moved, assembled or dismantled under contract.
- (2) Does not include rigs returned to the United States for major modifications and upgrades.

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STOCK PORTFOLIO

Information required by this item regarding our stock portfolio may be found on, and is incorporated by reference to, page 12 of our Annual Report (Exhibit 13 to this Form 10-K) under the caption, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 3. LEGAL PROCEEDINGS

1. *Pending Investigation by the U.S. Attorney.*

In May 2010, one of our employees reported certain possible choke manifold testing irregularities at one offshore platform rig. Operations were promptly suspended on that rig after receiving the employee's report. The Minerals Management Service (now known as the Bureau of Ocean Energy Management, Regulation and Enforcement) was promptly notified of the employee's report and it conducted an initial investigation of this matter. Upon conclusion of the initial investigation, we were permitted to resume normal operations on the rig. Also, we promptly commenced an internal investigation of the employee's allegations. Our internal investigation found that certain employees on the rig failed to follow our policies and procedures, which resulted in termination of those employees. There were no spills or discharges to the environment.

The U.S. Attorney for the Eastern District of Louisiana has commenced a grand jury investigation, which is ongoing. We received, and have complied with, a subpoena for documents in connection with that investigation. Certain of our current and former employees have been interviewed by the government or have testified before the grand jury. In late April 2011, the Company was advised that it is a subject of this investigation.

Mr. Donald Hudson, former offshore platform rig manager, pleaded guilty to one felony charge of making false statements to a federal investigator concerning his participation in the testing irregularities that were reported in May 2010. He has been sentenced to two years probation and 120 hours community service. Mr. Hudson's employment was terminated by the Company in June 2010. We continue to cooperate with this government investigation. Although we presently believe that this matter will not have a material adverse effect on the Company, we can provide no assurances as to the timing or eventual outcome of this investigation.

2. *Venezuela Expropriation.*

Our wholly-owned subsidiaries, Helmerich & Payne International Drilling Co. and Helmerich & Payne de Venezuela, C.A. filed a lawsuit in the United States District Court for the District of Columbia on September 23, 2011 against the Bolivarian Republic of Venezuela, Petroleos de Venezuela, S.A. ("Petroleo") and PDVSA Petroleo, S.A. ("PDVSA"). We are seeking damages for the taking of our Venezuelan drilling business in violation of international law and for breach of contract. Additionally, we are participating in one arbitration against a third party not affiliated with the Venezuelan government, Petroleo or PDVSA in an attempt to collect an aggregate \$50 million relating to the seizure of our property in Venezuela. The arbitration hearing is presently scheduled for late May 2013. While there exists the possibility of realizing a recovery, we are currently unable to determine the timing or amounts we may receive, if any, or the likelihood of recovery.

In the fourth fiscal quarter of 2012, we settled an arbitration dispute with a third party not affiliated with the Venezuelan government, Petroleo or PDVSA related to the seizure of our property in Venezuela. Proceeds of \$7.5 million were received and recorded as discontinued operations.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents**OUR EXECUTIVE OFFICERS**

The following table sets forth the names and ages of our executive officers, together with all positions and offices held with the Company by such executive officers. Officers are elected to serve until the meeting of the Board of Directors following the next Annual Meeting of Stockholders and until their successors have been duly elected and have qualified or until their earlier resignation or removal.

| | |
|-----------------------|--|
| Hans Helmerich, 54 | Chairman of the Board since January 2012; Chief Executive Officer since September 2012; President and Chief Executive Officer from 1989 to September 2012; Director since 1987 |
| John W. Lindsay, 51 | President and Chief Operating Officer since September 2012; Director since September 2012; Executive Vice President and Chief Operating Officer from 2010 to September 2012; Executive Vice President, U.S. and International Operations of Helmerich & Payne International Drilling Co. from 2006 to 2012; Vice President of U.S. Land Operations of Helmerich & Payne International Drilling Co. from 1997 to 2006 |
| Steven R. Mackey, 61 | Executive Vice President, Secretary, General Counsel and Chief Administrative Officer since March 2010; Executive Vice President, Secretary and General Counsel from June 2008 to March 2010; Secretary since 1990; Vice President from 1988 to 2010; General Counsel since 1988 |
| Juan Pablo Tardio, 47 | Vice President and Chief Financial Officer since April 2010; Director of Investor Relations from January 2008 to April 2010; Manager of Investor Relations from August 2005 to January 2008 |

Table of Contents**PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The principal market on which our common stock is traded is the New York Stock Exchange under the symbol "HP". The high and low sale prices per share for the common stock for each quarterly period during the past two fiscal years as reported in the NYSE-Composite Transaction quotations follow:

| Quarter | 2011 | | 2012 | |
|---------|----------|----------|----------|----------|
| | High | Low | High | Low |
| First | \$ 49.46 | \$ 39.65 | \$ 60.88 | \$ 35.58 |
| Second | 69.72 | 47.53 | 68.60 | 51.69 |
| Third | 70.47 | 57.08 | 55.74 | 38.71 |
| Fourth | 73.40 | 40.60 | 51.71 | 41.82 |

We paid quarterly cash dividends during the past two fiscal years as shown in the following table:

| Quarter | Paid per Share | | Total Payment | |
|---------|----------------|--------|---------------|--------------|
| | Fiscal | | Fiscal | |
| | 2011 | 2012 | 2011 | 2012 |
| First | \$.06 | \$.07 | \$ 6,376,282 | \$ 7,522,280 |
| Second | .06 | .07 | 6,408,617 | 7,548,299 |
| Third | .06 | .07 | 6,438,106 | 7,549,986 |
| Fourth | .07 | .07 | 7,518,604 | 7,428,943 |

Payment of future dividends will depend on earnings and other factors.

As of November 15, 2012, there were 620 record holders of our common stock as listed by our transfer agent's records.

Item 6. SELECTED FINANCIAL DATA

The following table summarizes selected financial information and should be read in conjunction with the Consolidated Financial Statements and the Notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations contained on pages 3 through 56 of our Annual Report (Exhibit 13 to this Form 10-K). Amounts for fiscal years 2008 and 2009 have been restated to reflect the Venezuelan operations as discontinued operations. Refer to Part I, Item 1 above for additional information regarding discontinued operations.

Table of Contents**Five-year Summary of Selected Financial Data**

| | 2008 | 2009 | 2010 | 2011 | 2012 |
|--|---|--------------|--------------|--------------|--------------|
| | (in thousands except per share amounts) | | | | |
| Operating revenues | \$ 1,869,371 | \$ 1,843,740 | \$ 1,875,162 | \$ 2,543,894 | \$ 3,151,802 |
| Income from continuing operations | 420,258 | 380,546 | 286,081 | 434,668 | 573,609 |
| Income (loss) from discontinued operations | 41,480 | (27,001) | (129,769) | (482) | 7,436 |
| Net Income | 461,738 | 353,545 | 156,312 | 434,186 | 581,045 |
| Basic earnings per share from continuing operations | 4.02 | 3.61 | 2.70 | 4.06 | 5.35 |
| Basic earnings (loss) per share from discontinued operations | 0.40 | (0.26) | (1.23) | | 0.07 |
| Basic earnings per share | 4.42 | 3.35 | 1.47 | 4.06 | 5.42 |
| Diluted earnings per share from continuing operations | 3.93 | 3.56 | 2.66 | 3.99 | 5.27 |
| Diluted earnings (loss) per share from discontinued operations | 0.39 | (0.25) | (1.21) | | 0.07 |
| Diluted earnings per share | 4.32 | 3.31 | 1.45 | 3.99 | 5.34 |
| Total assets* | 3,588,045 | 4,161,024 | 4,265,370 | 5,003,891 | 5,721,085 |
| Long-term debt | 475,000 | 420,000 | 360,000 | 235,000 | 195,000 |
| Cash dividends declared per common share | 0.1850 | 0.2000 | 0.2200 | 0.2600 | 0.2800 |

*

Total assets for all years include amounts related to discontinued operations.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information required by this item may be found on, and is incorporated by reference to, pages 3 through 17 of our Annual Report (Exhibit 13 to this Form 10-K) under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information required by this item may be found under the caption "Risk Factors" beginning on page 6 of this Form 10-K and on, and is incorporated by reference to, the following pages of our Annual Report (Exhibit 13 to this Form 10-K) under Management's Discussion and Analysis of Financial Condition and Results of Operations and in the Notes to Consolidated Financial Statements:

| Market Risk | Page |
|-------------------------------------|-------|
| Foreign Currency Exchange Rate Risk | 16 |
| Commodity Price Risk | 16 |
| Interest Rate Risk | 16-17 |
| Equity Price Risk | 17 |

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information required by this item may be found on, and is incorporated by reference to, pages 19 through 56 of our Annual Report (Exhibit 13 to this Form 10-K).

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Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

- a) Evaluation of Disclosure Controls and Procedures.

As of the end of the period covered by this Form 10-K, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2012. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that:

our disclosure controls and procedures are effective at ensuring that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and

our disclosure controls and procedures operate such that important information flows to appropriate collection and disclosure points in a timely manner and are effective to ensure that such information is accumulated and communicated to our management, and made known to our Chief Executive Officer and Chief Financial Officer, particularly during the period when this Form 10-K was prepared, as appropriate to allow timely decision regarding the required disclosure.

- b) Management's Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and the Board of Directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

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Management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial

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reporting based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Although there are inherent limitations in the effectiveness of any system of internal control over financial reporting, based on this evaluation, management has concluded that our internal control over financial reporting was effective as of September 30, 2012.

The independent registered public accounting firm that audited our financial statements, Ernst & Young LLP, has issued an attestation report on our internal control over financial reporting. This report appears below at the end of this Item 9A of Form 10-K.

c)

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during our fourth fiscal quarter of 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

* * *

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Helmerich & Payne, Inc.

We have audited Helmerich & Payne, Inc.'s internal control over financial reporting as of September 30, 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Helmerich & Payne, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Helmerich & Payne, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Helmerich & Payne, Inc. as of September 30, 2012 and 2011 and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2012 and our report dated November 21, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Tulsa, Oklahoma
November 21, 2012

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Item 9B. OTHER INFORMATION

None.

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PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item is incorporated herein by reference to the material under the captions "Proposal 1 Election of Directors," "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" in our definitive Proxy Statement for the Annual Meeting of Stockholders to be held March 6, 2013, to be filed with the SEC not later than 120 days after September 30, 2012. Information required under this item with respect to executive officers under Item 401 of Regulation S-K appears under "Our Executive Officers" in Part I of this Form 10-K.

We have adopted a Code of Ethics for Principal Executive Officer and Senior Financial Officers. The text of this code is located on our website under "Corporate Governance." Our Internet address is www.hpinc.com. We intend to disclose any amendments to or waivers from this code on our website.

Item 11. EXECUTIVE COMPENSATION

The information required by this item regarding executive compensation, as well as director compensation and compensation committee interlocks and insider participation is incorporated herein by reference to the material beginning with the caption "Executive Compensation Discussion and Analysis" and ending with the caption "Potential Payments Upon Termination", as well as under the captions "Director Compensation in Fiscal 2012" and "Compensation Committee Interlocks and Insider Participation" in our definitive Proxy Statement for the Annual Meeting of Stockholders to be held March 6, 2013, to be filed with the SEC not later than 120 days after September 30, 2012.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated herein by reference to the material under the captions "Summary of All Existing Equity Compensation Plans," "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" in our definitive Proxy Statement for the Annual Meeting of Stockholders to be held March 6, 2013, to be filed with the SEC not later than 120 days after September 30, 2012.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to the material under the captions "Transactions With Related Persons, Promoters and Certain Control Persons" and "Corporate Governance" in our definitive Proxy Statement for the Annual Meeting of Stockholders to be held March 6, 2013, to be filed with the SEC not later than 120 days after September 30, 2012.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to the material under the caption "Audit Fees" in our definitive Proxy Statement for the Annual Meeting of Stockholders to be held March 6, 2013, to be filed with the SEC not later than 120 days after September 30, 2012.

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PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a)

1. *Financial Statements:* The following appear in our Annual Report to Stockholders (Exhibit 13 to this Form 10-K) on the pages indicated below and are incorporated herein by reference:

| | Page |
|---|-------------|
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2.

Financial Statement Schedules: All schedules are omitted as inapplicable or because the required information is contained in the financial statements or included in the notes thereto.

3.

Exhibits. The following documents are included as exhibits to this Form 10-K. Exhibits incorporated by reference are duly noted as such.

3.1 Amended and Restated Certificate of Incorporation of Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221.

3.2 Amended and Restated By-laws of Helmerich & Payne, Inc. are incorporated herein by reference to Exhibit 3.2 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221.

4.1 Rights Agreement dated as of January 8, 1996, between the Company and The Liberty National Bank and Trust Company of Oklahoma City, N.A. is incorporated herein by reference to Exhibit 1 of the Company's Form 8-K filed on January 18, 1996, SEC File No. 001-04221.

4.2 Amendment to Rights Agreement dated December 8, 2005, between the Company and UMB Bank, N.A. is incorporated herein by reference to Exhibit 4 of the Company's Form 8-K filed on December 12, 2005, SEC File No. 001-04221.

*10.1 Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Appendix "A" of the Company's Proxy Statement on Schedule 14A filed on January 26, 2001.

*10.2 2012-1 Amendment to Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221.

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- *10.3 Form of Agreements for Helmerich & Payne, Inc. 2000 Stock Incentive Plan being (i) Restricted Stock Award Agreement, (ii) Incentive Stock Option Agreement and (iii) Nonqualified Stock Option Agreement are incorporated by reference to Exhibit 99.2 to the Company's Registration Statement No. 333-63124 on Form S-8 dated June 15, 2001.
- *10.4 Form of Director Nonqualified Stock Option Agreement for the Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended June 30, 2002, SEC File No. 001-04221.
- *10.5 Form of Change of Control Agreement for Helmerich & Payne, Inc. is incorporated herein by reference to Exhibits 10.2 and 10.3 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended June 30, 2002, SEC File No. 001-04221.
- 10.6 Note Purchase Agreement dated as of August 15, 2002, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and various insurance companies is incorporated herein by reference to Exhibit 10.20 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2002, SEC File No. 001-04221.
- 10.7 Note Purchase Agreement dated as of June 15, 2009, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and various Note purchasers is incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 21, 2009, SEC File No. 001-04221.
- 10.8 Credit Agreement dated May 25, 2012, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and Wells Fargo Bank, National Association is incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on May 31, 2012, SEC File No. 001-04221.
- 10.9 Office Lease dated May 30, 2003, between K/B Fund IV and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2003, SEC File No. 001-04221.
- 10.10 First Amendment to Lease between ASP, Inc. and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on May 29, 2008, SEC File No. 001-04221.
- 10.11 Second Amendment to Office Lease dated December 13, 2011, between ASP, Inc. and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.1 of Form 8-K filed by the Company on December 14, 2011, SEC File No. 001-04221.
- 10.12 Third Amendment to Office Lease dated September 5, 2012, between ASP, Inc. and Helmerich & Payne, Inc.

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- *10.13 Helmerich & Payne, Inc. Annual Bonus Plan for Executive Officers is incorporated herein by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221.
- *10.14 Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan is incorporated herein by reference to Appendix "A" to the Company's Proxy Statement on Schedule 14A filed January 26, 2006.
- *10.15 2012-1 Amendment to Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan is incorporated herein by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221.
- *10.16 Form of Agreements for Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to certain executives: (i) Nonqualified Stock Option Agreement, (ii) Incentive Stock Option Agreement, and (iii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221.
- *10.17 Form of Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to participants other than certain executives: Nonqualified Stock Option Agreement, Incentive Stock Option Agreement, and Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221.
- *10.18 Form of Amendment to Nonqualified Stock Option Agreements and Amendment to Restricted Stock Award Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to certain executive officers are incorporated herein by reference to Exhibit 10.4 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221.
- *10.19 Form of Amendment to Nonqualified Stock Option Agreements and Amendment to Restricted Stock Award Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to participants other than certain executive officers are incorporated herein by reference to Exhibit 10.5 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221.
- *10.20 Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan is incorporated herein by reference to Appendix "A" of the Company's Proxy Statement on Schedule 14A filed on January 26, 2011.
- *10.21 Form of Agreements for Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan applicable to certain executives: (i) Nonqualified Stock Option Award Agreement and (ii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221.

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- *10.22 Form of Agreements for the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan applicable to participants other than certain executives: (i) Nonqualified Stock Option Award Agreement and (ii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221.
- *10.23 Form of Agreements for the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan applicable to Directors: (i) Nonqualified Stock Option Award Agreement and (ii) Restricted Stock Award Agreement are incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221.
- 10.24 Fabrication Contract between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on December 7, 2006, SEC File No. 001-04221.
- 10.25 Contract dated July 18, 2007, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 18, 2007, SEC File No. 001-04221.
- 10.26 Amendment to Contract dated August 8, 2008, between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.33 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2008, SEC File No. 001-04221.
- 10.27 Amendment to Contract dated August 8, 2008, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.34 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2008, SEC File No. 001-04221.
- 10.28 Second Amendment to Contract dated March 26, 2010, between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.24 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221.
- 10.29 Second Amendment to Contract dated March 26, 2010, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.25 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221.
- 10.30 Third Amendment to Contract dated August 4, 2011, between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.26 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221.

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- 10.31 Third Amendment to Contract dated August 4, 2011, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.27 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221.
- *10.32 Supplemental Retirement Income Plan for Salaried Employees of Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended December 31, 2008, SEC File No. 001-04221.
- *10.33 Supplemental Savings Plan for Salaried Employees of Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended December 31, 2008, SEC File No. 001-04221.
- *10.34 Helmerich & Payne, Inc. Director Deferred Compensation Plan is incorporated herein by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended December 31, 2008, SEC File No. 001-04221.

- 13. The Company's Annual Report to Stockholders for fiscal 2012.

- 21. List of Subsidiaries of the Company.

- 23.1 Consent of Independent Registered Public Accounting Firm.

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

- 32. Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- 101. Financial statements from the annual report on Form 10-K of Helmerich & Payne, Inc. for the fiscal year ended September 30, 2012, filed on November 21, 2012, formatted in XBRL: (i) the Consolidated Statements of Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.

*

Management or Compensatory Plan or Arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized:

HELMERICH & PAYNE, INC.

By /s/ HANS HELMERICH

Hans Helmerich,
Chief Executive Officer
Date: November 21, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

By /s/ WILLIAM L. ARMSTRONG

William L. Armstrong, *Director*
Date: November 21, 2012

By /s/ RANDY A. FOUTCH

Randy A. Foutch, *Director*
Date: November 21, 2012

By /s/ HANS HELMERICH

Hans Helmerich, *Director & CEO*
Date: November 21, 2012

By /s/ JOHN W. LINDSAY

John W. Lindsay, *Director & President*
Date: November 21, 2012

By /s/ PAULA MARSHALL

Paula Marshall, *Director*
Date: November 21, 2012

By /s/ THOMAS A. PETRIE

Thomas A. Petrie, *Director*
Date: November 21, 2012

By /s/ DONALD F. ROBILLARD, JR.

Donald F. Robillard, Jr., *Director*
Date: November 21, 2012

By /s/ FRANCIS ROONEY

Francis Rooney, *Director*
Date: November 21, 2012

By /s/ EDWARD B. RUST, JR.

Edward B. Rust, Jr., *Director*
Date: November 21, 2012

By /s/ JOHN D. ZEGLIS

John D. Zeglis, *Director*
Date: November 21, 2012

By /s/ JUAN PABLO TARDIO

Juan Pablo Tardio
(Principal Financial Officer)
Date: November 21, 2012

By /s/ GORDON K. HELM

Gordon K. Helm
(Principal Accounting Officer)
Date: November 21, 2012

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Exhibit Index

The following documents are included as exhibits to this Annual Report on Form 10-K. Exhibits incorporated herein are duly noted as such.

| Exhibit No. | Description |
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| 3.1 | Amended and Restated Certificate of Incorporation of Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221. |
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| 4.1 | Rights Agreement dated as of January 8, 1996, between the Company and The Liberty National Bank and Trust Company of Oklahoma City, N.A. is incorporated herein by reference to Exhibit 1 of the Company's Form 8-K filed on January 18, 1996, SEC File No. 001-04221. |
| 4.2 | Amendment to Rights Agreement dated December 8, 2005, between the Company and UMB Bank, N.A. is incorporated herein by reference to Exhibit 4 of the Company's Form 8-K filed on December 12, 2005, SEC File No. 001-04221. |
| *10.1 | Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Appendix "A" of the Company's Proxy Statement on Schedule 14A filed on January 26, 2001. |
| *10.2 | 2012-1 Amendment to Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221. |
| *10.3 | Form of Agreements for Helmerich & Payne, Inc. 2000 Stock Incentive Plan being (i) Restricted Stock Award Agreement, (ii) Incentive Stock Option Agreement and (iii) Nonqualified Stock Option Agreement are incorporated by reference to Exhibit 99.2 to the Company's Registration Statement No. 333-63124 on Form S-8 dated June 15, 2001. |
| *10.4 | Form of Director Nonqualified Stock Option Agreement for the Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended June 30, 2002, SEC File No. 001-04221. |
| *10.5 | Form of Change of Control Agreement for Helmerich & Payne, Inc. is incorporated herein by reference to Exhibits 10.2 and 10.3 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended June 30, 2002, SEC File No. 001-04221. |
| 10.6 | Note Purchase Agreement dated as of August 15, 2002, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and various insurance companies is incorporated herein by reference to Exhibit 10.20 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2002, SEC File No. 001-04221. |

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| Exhibit No. | Description |
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| 10.7 | Note Purchase Agreement dated as of June 15, 2009, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and various Note purchasers is incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 21, 2009, SEC File No. 001-04221. |
| 10.8 | Credit Agreement dated May 25, 2012, among Helmerich & Payne International Drilling Co., Helmerich & Payne, Inc. and Wells Fargo Bank, National Association is incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on May 31, 2012, SEC File No. 001-04221. |
| 10.9 | Office Lease dated May 30, 2003, between K/B Fund IV and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2003, SEC File No. 001-04221. |
| 10.10 | First Amendment to Lease between ASP, Inc. and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on May 29, 2008, SEC File No. 001-04221. |
| 10.11 | Second Amendment to Office Lease dated December 13, 2011, between ASP, Inc. and Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.1 of Form 8-K filed by the Company on December 14, 2011, SEC File No. 001-04221. |
| 10.12 | Third Amendment to Office Lease dated September 5, 2012, between ASP, Inc. and Helmerich & Payne, Inc. |
| *10.13 | Helmerich & Payne, Inc. Annual Bonus Plan for Executive Officers is incorporated herein by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221. |
| *10.14 | Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan is incorporated herein by reference to Appendix "A" to the Company's Proxy Statement on Schedule 14A filed January 26, 2006. |
| *10.15 | 2012-1 Amendment to Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan is incorporated herein by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarter ended March 31, 2012, SEC File No. 001-04221. |
| *10.16 | Form of Agreements for Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to certain executives: (i) Nonqualified Stock Option Agreement, (ii) Incentive Stock Option Agreement, and (iii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221. |
| *10.17 | Form of Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to participants other than certain executives: Nonqualified Stock Option Agreement, Incentive Stock Option Agreement, and Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221. |

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| Exhibit No. | Description |
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| *10.18 | Form of Amendment to Nonqualified Stock Option Agreements and Amendment to Restricted Stock Award Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to certain executive officers are incorporated herein by reference to Exhibit 10.4 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221. |
| *10.19 | Form of Amendment to Nonqualified Stock Option Agreements and Amendment to Restricted Stock Award Agreements for the Helmerich & Payne, Inc. 2005 Long-Term Incentive Plan applicable to participants other than certain executive officers are incorporated herein by reference to Exhibit 10.5 of the Company's Form 8-K filed on December 7, 2009, SEC File No. 001-04221. |
| *10.20 | Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan is incorporated herein by reference to Appendix "A" of the Company's Proxy Statement on Schedule 14A filed on January 26, 2011. |
| *10.21 | Form of Agreements for Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan applicable to certain executives: (i) Nonqualified Stock Option Award Agreement and (ii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221. |
| *10.22 | Form of Agreements for the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan applicable to participants other than certain executives: (i) Nonqualified Stock Option Award Agreement and (ii) Restricted Stock Award Agreement are incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on March 14, 2012, SEC File No. 001-04221. |
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| 10.24 | Fabrication Contract between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on December 7, 2006, SEC File No. 001-04221. |
| 10.25 | Contract dated July 18, 2007, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 18, 2007, SEC File No. 001-04221. |
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| Exhibit No. | Description |
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| 10.29 | Second Amendment to Contract dated March 26, 2010, between Helmerich & Payne International Drilling Co. and Southeast Texas Industrial Services, Inc. is incorporated herein by reference to Exhibit 10.25 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221. |
| 10.30 | Third Amendment to Contract dated August 4, 2011, between Helmerich & Payne International Drilling Co. and Southeast Texas Industries, Inc. is incorporated herein by reference to Exhibit 10.26 of the Company's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2011, SEC File No. 001-04221. |
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Management or Compensatory Plan or Arrangement.