

HELMERICH & PAYNE INC

Form 4

August 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FEARS DOUGLAS E

(Last) (First) (Middle)

1437 SOUTH BOULDER AVE.

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HELMERICH & PAYNE INC [HP]

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

08/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/02/2005		M		1,207	A	\$ 18.8356	21,545	D <u>(1)</u>
Common Stock	08/02/2005		S		500	D	\$ 59.51	21,045	D <u>(1)</u>
Common Stock	08/02/2005		S		707	D	\$ 59.5	20,338	D <u>(1)</u>
Common Stock	08/02/2005		M		3,793	A	\$ 22.6636	24,131	D <u>(1)</u>
Common Stock	08/02/2005		S		93	D	\$ 59.5	24,038	D <u>(1)</u>

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Common Stock	08/02/2005	S	1,200	D	\$ 59.46	22,838	D <u>(1)</u>
Common Stock	08/02/2005	S	2,500	D	\$ 59.456	20,338	D <u>(1)</u>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 18.8356	08/02/2005		M	1,207	12/01/2000 ⁽²⁾ 12/01/2009	Common Stock 1,207
Stock Option (right to buy)	\$ 22.6636	08/02/2005		M	3,793	12/05/2002 ⁽³⁾ 12/05/2011	Common Stock 3,793

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FEARS DOUGLAS E 1437 SOUTH BOULDER AVE. TULSA, OK 74119	Vice President & CFO

Signatures

/s/ Jonathan M. Cinocca, by Power of Attorney for Douglas E. Fears 08/03/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 141 shares held indirectly in the reporting person's 401(k) account.
- (2) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/01/1999 at an exercise price of \$24.75, or \$18.8356 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the first date options vested.
These options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/05/01 at an exercise price of \$29.78,
- (3) which became \$22.6636 post-spinoff. These option vest over 4 years in 25% increments. The noted dates represents the date options first begin to vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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