

HELMERICH & PAYNE INC
 Form 4/A
 May 17, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person
DOTSON GEORGE S

 (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)
05/11/2006

 4. If Amendment, Date Original Filed(Month/Day/Year)
05/16/2006

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/11/2006		M		41,240	A	\$ 28.0394
Common Stock	05/11/2006		S		41,240	D	\$ 80.06
Common Stock	05/11/2006		M		8,760	A	\$ 18.8356
Common Stock	05/11/2006		S		8,760	D	\$ 80.06

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

Persons who respond to the collection of information contained in this form are not

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 28.0394	05/11/2006		M	41,240	12/03/1998 ⁽²⁾ 12/03/2007	Common Stock	41,240
Stock Option (right to buy)	\$ 18.8356	05/11/2006		M	8,760	12/01/2000 ⁽³⁾ 12/01/2009	Common Stock	8,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOTSON GEORGE S 1437 SOUTH BOULDER AVE. TULSA, OK 74119		X		

Signatures

Jonathan M. Cinocca, by Power of Attorney for George S. Dotson

05/17/2006

**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 the following shares held indirectly: 45,554 shares with respect to which beneficial ownership is disclaimed as such shares are owned by the reporting person's spouse. Also includes 5,260 shares previously held indirectly in the reporting person's 401(k) account; such shares are now directly held following a rollover transaction in connection with the reporting person's retirement.
- (2) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive on 12/3/97 at an exercise price of \$36.8438, becoming \$28.0394 post-spinoff. These options vested over 4 years in 25% increments. The noted date is the date options first vested.

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- (3) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive on 12/1/99 at an exercise price of \$24.75, becoming \$18.8356 post-spinoff. These options vested over 4 years in 25% increments. The noted date is the date options first vested.

Remarks:

This Form 4 is filed solely to correct the amount of securities reported as beneficially owned in column 5 of Table I following e

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.