

HELMERICH & PAYNE INC  
 Form 4  
 June 23, 2008

**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 \*  
**ORR M ALAN**

(Last) (First) (Middle)

1437 SOUTH BOULDER AVE.,  
 SUITE 1400

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HELMERICH & PAYNE INC [HP]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/20/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec. VP - Drilling Subsidiary**

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)			
				(A) or (D)	Price					
Common Stock	06/20/2008		M	V	30,000	A	\$ 13.87	60,000	D	
Common Stock	06/20/2008		S		676	D	\$ 72.22	59,324	D	
Common Stock	06/20/2008		S		800	D	\$ 72.26	58,524	D	
Common Stock	06/20/2008		S		700	D	\$ 72.27	57,824	D	
Common Stock	06/20/2008		S		1,200	D	\$ 72.17	56,624	D	

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Common Stock	06/20/2008	S	1,297	D	\$ 72.25	55,327	D
Common Stock	06/20/2008	S	1,100	D	\$ 72.19	54,227	D
Common Stock	06/20/2008	S	1,600	D	\$ 72.11	52,627	D
Common Stock	06/20/2008	S	1,300	D	\$ 72.14	51,327	D
Common Stock	06/20/2008	S	700	D	\$ 72.09	50,627	D
Common Stock	06/20/2008	S	1,100	D	\$ 72.13	49,527	D
Common Stock	06/20/2008	S	3,600	D	\$ 72.12	45,927	D
Common Stock	06/20/2008	S	1,253	D	\$ 72.21	44,674	D
Common Stock	06/20/2008	S	1,600	D	\$ 72.1	43,074	D
Common Stock	06/20/2008	S	2,600	D	\$ 72	40,474	D
Common Stock	06/20/2008	S	961	D	\$ 72.06	39,513	D
Common Stock	06/20/2008	S	1,900	D	\$ 72.02	37,613	D
Common Stock	06/20/2008	S	100	D	\$ 72.01	37,513	D
Common Stock	06/20/2008	S	300	D	\$ 71.83	37,213	D
Common Stock	06/20/2008	S	1,400	D	\$ 71.82	35,813	D
Common Stock	06/20/2008	S	300	D	\$ 71.76	35,513	D
Common Stock	06/20/2008	S	700	D	\$ 71.78	34,813	D
Common Stock	06/20/2008	S	1,900	D	\$ 71.85	32,913	D
Common Stock	06/20/2008	S	1,539	D	\$ 71.94	31,374	D
Common Stock	06/20/2008	S	400	D	\$ 71.92	30,974	D
	06/20/2008	S	700	D	\$ 71.9	30,274	D

Common  
Stock

Common Stock 06/20/2008 S 274 D \$ 71.91 30,000 D

Common Stock 16,510 I By 401(k)  
Plan

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.87	06/20/2008		M	30,000	12/04/2003 <sup>(1)</sup> 12/04/2012	Common Stock	30,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ORR M ALAN  
1437 SOUTH BOULDER AVE., SUITE 1400  
TULSA, OK 74119

Exec. VP - Drilling Subsidiary

## Signatures

Jonathan M. Cinocca, by Power of Attorney for M.  
Alan Orr

06/23/2008

\_\_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) The options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/04/02. The options vested over 4 years in 25% increments. The noted date represents the first date options vested and became exercisable.

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