

HELMERICH & PAYNE INC  
 Form 3  
 December 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Bell John R.                            |         | (Month/Day/Year)                     | HELMERICH & PAYNE INC [HP]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 12/02/2014                           |  |  |
| 1437 S. BOULDER AVE.                      |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below) (specify below)                                     |  |
|   |         |                                      | Vice Pres., Human Resources  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| TULSA,Â OKÂ 74119                         |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 25,564  | D  | Â   |
| Common Stock                    | 1,800   | I  | 401(k) account  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                             | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security   | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Stock Option (right to buy) | 12/05/2006 <sup>(1)</sup> | 12/05/2015      | Common Stock | 6,000                      | \$ 30.2375 | D                                     | Â |
| Stock Option (right to buy) | 12/05/2007 <sup>(1)</sup> | 12/05/2016      | Common Stock | 9,000                      | \$ 26.895  | D                                     | Â |
| Stock Option (right to buy) | 12/04/2008 <sup>(1)</sup> | 12/04/2017      | Common Stock | 10,000                     | \$ 35.105  | D                                     | Â |
| Stock Option (right to buy) | 12/02/2009 <sup>(1)</sup> | 12/02/2018      | Common Stock | 13,000                     | \$ 21.065  | D                                     | Â |
| Stock Option (right to buy) | 12/01/2010 <sup>(1)</sup> | 12/01/2019      | Common Stock | 9,000                      | \$ 38.015  | D                                     | Â |
| Stock Option (right to buy) | 12/07/2011 <sup>(2)</sup> | 12/07/2020      | Common Stock | 5,500                      | \$ 47.935  | D                                     | Â |
| Stock Option (right to buy) | 12/06/2012 <sup>(2)</sup> | 12/06/2021      | Common Stock | 6,000                      | \$ 59.76   | D                                     | Â |
| Stock Option (right to buy) | 12/04/2013 <sup>(2)</sup> | 12/04/2022      | Common Stock | 10,000                     | \$ 54.18   | D                                     | Â |
| Stock Option (right to buy) | 12/03/2014 <sup>(2)</sup> | 12/03/2023      | Common Stock | 8,500                      | \$ 79.67   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Bell John R.<br>1437 S. BOULDER AVE.<br>TULSA, OK 74119 | Â             | Â         | Â Vice Pres., Human Resources | Â     |

## Signatures

Jonathan M. Cinocca, by Power of Attorney for John R. Bell 12/03/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 noted date is the first date options vested. All of the options are vested.

(2) The noted date is the first date options vest or vested. The options vest ratably over four years beginning one year after the grant date.

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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