

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 *
HELM GORDON K

(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)

Controller

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		640	A	\$ 18.8356	9,600	D <u>(1)</u>
Common Stock	08/02/2005		S		440	D	\$ 59.9	9,160	D <u>(1)</u>
Common Stock	08/02/2005		S		200	D	\$ 59.93	8,960	D <u>(1)</u>
Common Stock	08/02/2005		M		7,300	A	\$ 24.5909	16,260	D <u>(1)</u>
Common Stock	08/02/2005		S		2,500	D	\$ 59.93	13,760	D <u>(1)</u>

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Common Stock	08/02/2005	S	2,500	D	\$ 59.9	11,260	D ⁽¹⁾
Common Stock	08/02/2005	S	2,300	D	\$ 60	8,960	D ⁽¹⁾

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	640	12/01/2000 ⁽²⁾ 12/01/2009	Common Stock 640
Stock Option (right to buy)	\$ 24.5909	08/02/2005		M	7,300	12/06/2001 ⁽³⁾ 12/06/2010	Common Stock 7,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELM GORDON K 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Controller	

Signatures

Jonathan M. Cinocca, by Power of Attorney for Gordon K. Helm 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 approximately 3,626 shares indirectly held in the reporting person's 401(k) account.
- (2) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/1/99 at an exercise price of \$24.75, or \$18.8356 post-spinoff. These options vested over four years in 25% increments. The noted date represents the first date options vested.
- (3) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/6/00 at an exercise price of \$32.3125, or \$24.5909 post-spinoff. These options vested over four years in 25% increments. The noted date represents the first date options vested.

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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