

HELMERICH HANS  
Form 4  
September 22, 2005

**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 \*  
HELMERICH HANS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1437 SOUTH BOULDER AVE.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/21/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

TULSA, OK 74119

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

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

(City) (State) (Zip)

**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   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 09/21/2005                           |  | M                              |   | \$ 19.8345  | 320,092  | D <u>(1)</u>  |
| Common Stock                    | 09/21/2005                           |  | F                              |   | \$ 60.475   | 263,068  | D <u>(1)</u>  |
| Common Stock                    | 02/21/2005                           |  | S                              |   | \$ 59.7883  | 238,068  | D <u>(1)</u>  |
| Common Stock                    | 02/21/2005                           |  | S                              |   | \$ 59.7883  | 235,568  | D <u>(2)</u>  |

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 required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (right to buy)                | \$ 19.8345   | 09/21/2005                           |  | M                              | 91,980  | 12/04/1997 <sup>(3)</sup> 12/04/2006                     | Common Stock  | 91,980                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| HELMERICH HANS<br>1437 SOUTH BOULDER AVE.<br>TULSA, OK 74119 | X             |           | President & CEO |       |

## Signatures

/s/ Jonathan M. Cinocca, by Power of Attorney for Hans Helmerich 09/22/2005

\*\*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) The amount of securities reported following the gift transaction includes the following: 10,809 shares held indirectly in the reporting person's 401(k) account; 16,800 shares held indirectly as trustee for various accounts where beneficial ownership is denied; and 19,465 shares held indirectly -- beneficial ownership is denied as such shares are owned directly by the reporting person's spouse.

(2) The amount of securities reported following the gift transaction includes the following: 10,809 shares held indirectly in the reporting person's 401(k) account; 16,800 shares held indirectly as trustee for various accounts where beneficial ownership is denied; and 16,965 shares held indirectly -- beneficial ownership is denied as such shares are owned directly by the reporting person's spouse.

(3) These options were granted under the Helmerich & Payne, Inc. 1990 Stock Option Plan on 12/4/96 at an exercise price of \$52.125 pre-split and \$26.0625 post-split, ultimately becoming \$19.8345 post-spinoff. These options vested over five years in 20% increments. The noted date represents the first date options vested.

## Edgar Filing: HELMERICH HANS - Form 4

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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