

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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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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/20/2008		M		30,000	A	\$ 13.87
Common Stock	06/20/2008		S		676	D	\$ 72.22
Common Stock	06/20/2008		S		800	D	\$ 72.26
Common Stock	06/20/2008		S		700	D	\$ 72.27
Common Stock	06/20/2008		S		1,200	D	\$ 72.17

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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

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.

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.