

HELMERICH &amp; PAYNE INC

Form 3/A

April 17, 2006

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

LINDSAY JOHN W

(Last) (First) (Middle)

1437 SOUTH BOULDER AVE.,  
SUITE 1400

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/01/2006

3. Issuer Name and Ticker or Trading Symbol  
HELMERICH & PAYNE INC [HP]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Exec. VP - Drilling Subsidiary

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

03/07/2006

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

SEC 1473 (7-02)

**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.****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)Date Exercisable Expiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

|                             |                           |            |              |       |            |   |   |
|-----------------------------|---------------------------|------------|--------------|-------|------------|---|---|
| Stock Option (right to buy) | 12/06/2001 <sup>(1)</sup> | 12/06/2010 | Common Stock | 3,942 | \$ 24.5909 | D | Â |
|-----------------------------|---------------------------|------------|--------------|-------|------------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                                  |       |
|--------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                          | Other |
| LINDSAY JOHN W<br>1437 SOUTH BOULDER AVE., SUITE 1400<br>TULSA, OK 74119 | Â             | Â         | Â Exec. VP - Drilling Subsidiary | Â     |

## Signatures

|                                                               |            |
|---------------------------------------------------------------|------------|
| Jonathan M. Cinocca, by Power of Attorney for John W. Lindsay | 04/17/2006 |
|---------------------------------------------------------------|------------|

\_\_\_\_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) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/06/00 at an exercise price of \$32.3125, becoming \$24.5909 post-spinoff. These options vested over 4 years in 25% increments. The noted date represents the first date options vested and became exercisable.

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### Remarks:

ThisÂ AmendmentÂ toÂ theÂ reportingÂ person'sÂ FormÂ 3Â isÂ filedÂ solelyÂ toÂ reflectÂ theÂ optionsÂ toÂ purchase

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.