

HELMERICH W H III
Form 4
December 21, 2010

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HELMERICH W H III

(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)

12/20/2010

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)

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	12/20/2010		G	V	20	D	\$ 0 2,120,295
Common Stock	12/20/2010		G	V	60	D	\$ 0 2,120,235
Common Stock	12/20/2010		G	V	60	D	\$ 0 2,120,175
Common Stock	12/20/2010		G	V	15	D	\$ 0 2,120,160
Common Stock	12/20/2010		G	V	60	D	\$ 0 2,120,100
	12/20/2010		G	V	60	D	\$ 0 2,120,040

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Common Stock								
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,120,020	D
Common Stock	12/20/2010	G	V	60	D	\$ 0	2,119,960	D
Common Stock	12/20/2010	G	V	60	D	\$ 0	2,119,900	D
Common Stock	12/20/2010	G	V	30	D	\$ 0	2,119,870	D
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,119,850	D
Common Stock	12/20/2010	G	V	60	D	\$ 0	2,119,790	D
Common Stock	12/20/2010	G	V	35	D	\$ 0	2,119,755	D
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,119,735	D
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,119,715	D
Common Stock	12/20/2010	G	V	40	D	\$ 0	2,119,675	D
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,119,655	D
Common Stock	12/20/2010	G	V	60	D	\$ 0	2,119,595	D
Common Stock	12/20/2010	G	V	20	D	\$ 0	2,119,575	D
Common Stock	12/20/2010	G	V	40	D	\$ 0	2,119,535	D
Common Stock	12/20/2010	G	V	300	D	\$ 0	2,119,235	D
Common Stock	12/20/2010	G	V	150	D	\$ 0	2,119,085	D
Common Stock	12/20/2010	G	V	115	D	\$ 0	2,118,970	D
Common Stock	12/20/2010	G	V	100	D	\$ 0	2,118,870	D
Common Stock	12/20/2010	G	V	80	D	\$ 0	2,118,790	D
	12/20/2010	G	V	80	D	\$ 0	2,118,710	D

Common
Stock

Common Stock	12/20/2010	G	V	80	D	\$ 0	2,118,630	D
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Common Stock	12/20/2010	G	V	30	D	\$ 0	2,118,600	D
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Common Stock							180,000	I	By Charitable Foundations
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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.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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HELMERICH W H III
1437 SOUTH BOULDER AVE. X
TULSA, OK 74119

Signatures

/s/ W. H.
Helmerich, III 12/21/2010

__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).

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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