

HELMERICH & PAYNE INC  
 Form 4  
 June 04, 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 \*  
**FEARS DOUGLAS E**

(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)  
 06/03/2008

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)  
 Vice President & CFO

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	06/03/2008		S		200	D	\$ 65.45 58,651
Common Stock	06/03/2008		S		1,100	D	\$ 65.46 57,551
Common Stock	06/03/2008		S		100	D	\$ 65.49 57,451
Common Stock	06/03/2008		S		100	D	\$ 65.495 57,351
Common Stock	06/03/2008		S		700	D	\$ 65.51 56,651

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Common Stock	06/03/2008	S	100	D	\$ 65.515	56,551	D <sup>(1)</sup>
Common Stock	06/03/2008	S	1,200	D	\$ 65.53	55,351	D <sup>(1)</sup>
Common Stock	06/03/2008	S	500	D	\$ 65.54	54,851	D <sup>(1)</sup>
Common Stock	06/03/2008	S	400	D	\$ 65.545	54,451	D <sup>(1)</sup>
Common Stock	06/03/2008	S	900	D	\$ 65.56	53,551	D <sup>(1)</sup>
Common Stock	06/03/2008	S	300	D	\$ 65.57	53,251	D <sup>(1)</sup>
Common Stock	06/03/2008	S	300	D	\$ 65.575	52,951	D <sup>(1)</sup>
Common Stock	06/03/2008	S	300	D	\$ 65.58	52,651	D <sup>(1)</sup>
Common Stock	06/03/2008	S	300	D	\$ 65.585	52,351	D <sup>(1)</sup>
Common Stock	06/03/2008	S	200	D	\$ 65.595	52,151	D <sup>(1)</sup>
Common Stock	06/03/2008	S	1,100	D	\$ 65.6	51,051	D <sup>(1)</sup>
Common Stock	06/03/2008	S	100	D	\$ 65.61	50,951	D <sup>(1)</sup>
Common Stock	06/03/2008	S	100	D	\$ 65.62	50,851	D <sup>(1)</sup>

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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**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,	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 Repo Trans (Instr
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