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HELMERICH & PAYNE INC
Form 10-K/A
January 08, 2002

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

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-4221

HELMERICH & PAYNE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)
UTICA AT TWENTY-FIRST STREET, TULSA, OKLAHOMA
(Address of principal executive offices)

73-0679879
(I.R.S. employer
identification no.)
74114
(Zip code)

Registrant's telephone number, including area code (918) 742-5531

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS -----	NAME OF EXCHANGE ON WHICH REGISTERED -----
Common Stock (\$0.10 par value)	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange

Securities registered Pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the

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best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

At December 14, 2001, the aggregate market value of the voting stock held by non-affiliates was \$1,402,779,905.

Number of shares of common stock outstanding at December 14, 2001: 49,859,297.

DOCUMENTS INCORPORATED BY REFERENCE

- (1) Annual Report to Shareholders for the fiscal year ended September 30, 2001 -- Parts I, II, and IV.
- (2) Proxy Statement for Annual Meeting of Security Holders to be held March 6, 2002 -- Part III.

This Amendment to Part IV, Item 14 of Registrant's Form 10-K is hereby filed solely to correct a typographical error in the Net Income of Registrant for fiscal 2000 as reflected on page 20 of the edgarised version of the Registrant's 2001 Annual Report which is Exhibit 13 hereto.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Document List

1. The financial statements called for by Item 8 are incorporated herein by reference from the Registrant's Annual Report to Shareholders for fiscal 2001.
2. Exhibits required by Item 601 of Regulation S-K:
Exhibit Number:
 - 3.1 Restated Certificate of Incorporation and Amendment to Restated Certificate of Incorporation of the Registrant are incorporated herein by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1996, SEC File No. 001-04221.
 - 3.2 By-Laws of the Registrant are incorporated herein by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1996, SEC File No. 001-04221.
 - 4.1 Rights Agreement dated as of January 8, 1996, between the Registrant and The Liberty National Bank and Trust Company of Oklahoma City, N.A. is incorporated herein by reference to the Registrant's Form 8-A, dated January 18, 1996, SEC File No. 001-04221.
- * 10.1 Consulting Services Agreement between W. H. Helmerich, III, and the Registrant effective January 1, 1990, as amended is incorporated herein by

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reference to Exhibit 10.3 of the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1996, SEC File No. 001-04221.

- * 10.2 Supplemental Retirement Income Plan for Salaried Employees of Helmerich & Payne, Inc. is incorporated herein by reference to Exhibit 10.6 of the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1996, SEC File No. 001-04221.
- * 10.3 Helmerich & Payne, Inc. 1990 Stock Option Plan is incorporated herein by reference to Exhibit 10.7 of the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1996, SEC File No. 001- 04221.

* Compensatory Plan or Arrangement.

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- * 10.4 Form of Nonqualified Stock Option Agreement for the 1990 Stock Option Plan is incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement No. 33-55239 on Form S-8, dated August 26, 1994.
- * 10.5 Supplemental Savings Plan for Salaried Employees of Helmerich and Payne, Inc. is incorporated herein by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1999, SEC File No. 001-04221.
- * 10.6 Helmerich & Payne, Inc. 1996 Stock Incentive Plan is incorporated herein by reference to Exhibit 99.1 to Registrant's Registration Statement No. 333-34939 on Form S-8 dated September 4, 1997.
- * 10.7 Form of Nonqualified Stock Option Agreement for Helmerich & Payne, Inc. 1996 Stock Incentive Plan is incorporated by reference to Exhibit 99.2 to Registrant's Registration Statement No. 333-34939 on Form S-8 dated September 4, 1997.
- * 10.8 Form of Restricted Stock Agreement for Helmerich & Payne, Inc. 1996 Stock Incentive Plan is incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 1997, SEC File No. 001-04221.
- * 10.9 Helmerich & Payne, Inc. 2000 Stock Incentive Plan is incorporated herein by reference to Exhibit 99.1 to the Registrant's Registration Statement No. 333-63124 on Form S-8 dated June 15, 2001.
- * 10.10 Form of Agreements for Helmerich & Payne, Inc. 2000

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Stock Incentive Plan being (i) Restricted Stock Award Agreement, (ii) Incentive Stock Option Agreement and (iii) Nonqualified Stock Option Agreement are incorporated by reference to Exhibit 99.2 to Registrant's Registration Statement No. 333-63124 on Form S-8 dated June 15, 2001.

13. The Registrant's Annual Report to Shareholders for fiscal 2001.
21. Subsidiaries of the Registrant, incorporated by reference to Exhibit 21 to the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2001.

* Compensatory Plan or Arrangement.

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- 23.1 Consent of Independent Auditors, incorporated by reference to Exhibit 23.1 to the Registrant's Annual Report on Form 10-K to the Securities and Exchange Commission for fiscal 2001.

(b) Report on Form 8-K
None.

* Compensatory Plan or Arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized:

HELMERICH & PAYNE, INC.

By /s/ Steven R. Mackey

Steven R. Mackey
Vice President and General
Counsel
Date: January 8, 2002

INDEX TO EXHIBITS

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