

ROONEY L F III  
Form 4  
December 21, 2012

**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 \*  
ROONEY L F III

2. Issuer Name and Ticker or Trading Symbol

HELMERICH & PAYNE INC [HP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1437 S. BOULDER AVE., SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
TULSA, OK 74119

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

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 or Price		
Common Stock	12/21/2012		M		2,800 A \$ 12.08	10,158	D
Common Stock	12/21/2012		M		1,316 A \$ 13.055	11,474	D
Common Stock	12/21/2012		M		4,208 A \$ 16.01	15,682	D
Common Stock	12/21/2012		M		4,122 A \$ 21.065	19,804	D
Common Stock	12/21/2012		M		2,349 A \$ 38.015	22,153	D

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Common Stock	12/21/2012	M	1,902	A	\$ 47.935	24,055	D	
Common Stock						58,000	I	Shares held by Manhattan Finance LP
Common Stock						8,000	I	Shares held by Rooney Family Investments, Ltd

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.08	12/21/2012		M	2,800	12/03/2003 12/03/2013	Common Stock	2,800
Stock Option (right to buy)	\$ 13.055	12/21/2012		M	1,316	09/01/2004 09/01/2014	Common Stock	1,316
Stock Option (right to buy)	\$ 16.01	12/21/2012		M	4,208	12/01/2004 12/01/2014	Common Stock	4,208
Stock Option	\$ 21.065	12/21/2012		M	4,122	12/02/2008 12/02/2018	Common Stock	4,122

