

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

(Last) (First) (Middle)

1437 S. BOULDER AVE., SUITE 1400

(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)

12/21/2012

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 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 Manhatttan 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

(right to buy)

Stock Option (right to buy)	\$ 38.015	12/21/2012	M	2,349	12/01/2009	12/01/2019	Common Stock	2,349
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Stock Option (right to buy)	\$ 47.935	12/21/2012	M	1,902	12/07/2010	12/07/2020	Common Stock	1,902
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROONEY L F III 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119	X			

Signatures

Jonathan M. Cinocca, by Power of Attorney for Francis Rooney

12/21/2012

__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. 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.