

HELMERICH & PAYNE INC  
 Form 4  
 February 07, 2006

**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)  
 02/06/2006

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                    | 02/06/2006                           |  | M                              |   | 2,400   | A  | \$ 28.0394  |
| Common Stock                    | 02/06/2006                           |  | S                              |   | 2,400   | D  | \$ 77.6   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 12,500  | A  | \$ 24.5909  |
| Common Stock                    | 02/06/2006                           |  | S                              |   | 500   | D  | \$ 78.8   |
| Common Stock                    | 02/06/2006                           |  | S                              |   | 2,000   | D  | \$ 78.6   |

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|              |            |   |       |   |          |        |                  |
|--------------|------------|---|-------|---|----------|--------|------------------|
| Common Stock | 02/06/2006 | S | 2,000 | D | \$ 78.4  | 33,426 | D <sup>(1)</sup> |
| Common Stock | 02/06/2006 | S | 4,000 | D | \$ 78.2  | 29,426 | D <sup>(1)</sup> |
| Common Stock | 02/06/2006 | S | 4,000 | D | \$ 77.75 | 25,426 | D <sup>(1)</sup> |

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

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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, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Common Stock (right to buy)                | \$ 28.0394   | 02/06/2006                           |  | M                              | 2,400   | 12/03/1998 <sup>(2)</sup> 12/03/2007                     | Common Stock  | 2,400                      |                            |
| Common Stock (right to buy)                | \$ 24.5909   | 02/06/2006                           |  | M                              | 12,500  | 12/06/2001 <sup>(3)</sup> 12/06/2010                     | Common Stock  | 12,500                     |                            |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| FEARS DOUGLAS E<br>1437 SOUTH BOULDER AVE.<br>TULSA, OK 74119 |               |           | Vice President & CFO |       |

## Signatures

/s/ Jonathan M. Cinocca, by Power of Attorney for Douglas E.  
Fears

02/07/2006

\_\_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).

(1) Includes 229 shares held indirectly in the reporting person's 401(k) account.

These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/03/97 at an exercise price of \$36.8438, becoming \$28.0394 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the first date options vest and become exercisable.

These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/06/00 at an exercise price of \$32.3125, becoming \$24.5909 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the first date options vest and become exercisable.

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.