

MACKEY STEVEN R  
Form 4  
January 30, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MACKEY STEVEN R

2. Issuer Name and Ticker or Trading Symbol

HELMERICH & PAYNE INC [HP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
 Officer (give title below)      \_\_\_\_ Other (specify below)  
Vice Pres., General Counsel

(Last)      (First)      (Middle)  
1437 SOUTH BOULDER AVE.

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2006

(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

(City)      (State)      (Zip)

**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) |   |  |   |
| Common Stock                    | 01/30/2006                           |  | M                              |   | 8,212   | A          | \$ 22.6636  | 14,020   | D <sup>(1)</sup>                                      |
| Common Stock                    | 01/30/2006                           |  | S                              |   | 8,212   | D          | \$ 76.4   | 5,808  | D <sup>(1)</sup>                                      |
| Common Stock                    | 01/30/2006                           |  | M                              |   | 16,424  | A          | \$ 24.5909  | 22,232   | D <sup>(1)</sup>                                      |
| Common Stock                    | 01/30/2006                           |  | S                              |   | 236   | D          | \$ 76.8   | 21,996   | D <sup>(1)</sup>                                      |
| Common Stock                    | 01/30/2006                           |  | S                              |   | 16,188  | D          | \$ 76.4   | 5,808  | D <sup>(1)</sup>                                      |

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

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SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 22.6636   | 01/30/2006                           |  | M                              | 8,212   | 12/05/2002 <sup>(2)</sup> 12/05/2011                     | Common Stock  | 8,212                      |
| Stock Option (right to buy)                | \$ 24.5909   | 01/30/2006                           |  | M                              | 16,424  | 12/06/2001 <sup>(3)</sup> 12/06/2010                     | Common Stock  | 16,424                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| MACKEY STEVEN R<br>1437 SOUTH BOULDER AVE.<br>TULSA, OK 74119 |               |           | Vice Pres., General Counsel |       |

## Signatures

Jonathan M. Cinocca, by Power of Attorney for Steven R. Mackey

01/30/2006

\*\*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 1,808 shares held indirectly in the reporting person's 401(k) account.
- (2) These options were granted under the Helmerich & Payne, Inc. 2000 Stock Incentive Plan on 12/5/01 at an exercise price of \$29.78, and \$22.6636 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the date options first vested.

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- (3) These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/6/00 at an exercise price of \$32.3125, and \$24.5909 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the date options first vested.

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.