

Tardio Juan Pablo
Form 4
December 09, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tardio Juan Pablo

(Last) (First) (Middle)

1437 SOUTH BOULDER
AVENUE, 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)

12/08/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/08/2010		M		1,500	A	\$ 30.2375	18,834	D	
Common Stock	12/08/2010		M		3,000	A	\$ 26.895	21,834	D	
Common Stock	12/08/2010		M		4,500	A	\$ 35.105	26,334	D	
Common Stock	12/08/2010		M		3,500	A	\$ 21.065	29,834	D	
Common Stock	12/08/2010		M		2,250	A	\$ 38.015	32,084	D	

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Common Stock	12/08/2010	S	19,417	D	\$ 47.006 (1)	12,667	D	
Common Stock						1,129	I	401(k) account

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 30.2375	12/08/2010		M		1,500		12/05/2006 ⁽²⁾	12/05/2015	Common Stock	1,500
Stock Option (right to buy)	\$ 26.895	12/08/2010		M		3,000		12/05/2007 ⁽³⁾	12/05/2016	Common Stock	3,000
Stock Option (right to buy)	\$ 35.105	12/08/2010		M		4,500		12/04/2008 ⁽⁴⁾	12/04/2017	Common Stock	4,500
Stock Option (right to buy)	\$ 21.065	12/08/2010		M		3,500		12/02/2009 ⁽⁵⁾	12/02/2018	Common Stock	3,500
Stock Option (right to buy)	\$ 38.015	12/08/2010		M		2,250		12/01/2010 ⁽⁶⁾	12/01/2019	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tardio Juan Pablo 1437 SOUTH BOULDER AVENUE SUITE 1400 TULSA, OK 74119			VP & CFO	

Signatures

Jonathan M. Cinocca, by power of attorney for Juan Pablo
Tardio

12/09/2010

__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).

- The noted price is the weighted average sale price for all sales. The range of prices for the transactions were as follows: \$47.00 to
- (1) \$47.029. The reporting person undertakes to provide upon request of the SEC staff, the issuer or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) The options were granted on 12/5/05 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
 - (3) The options were granted on 12/5/06 and vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
 - (4) The options were granted on 12/4/07 and vest over 4 years in 25% increments. The noted date represents the date options first began to vest.
 - (5) The options were granted on 12/2/08 and vest over 4 years in 25% increments. The noted date represents the date options first began to vest.
 - (6) The options were granted on 12/1/09 and vest over 4 years in 25% increments. The noted date represents the date options first began to vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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