

HELMERICH & PAYNE INC  
 Form 4  
 June 23, 2008

**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 \*  
**ORR M ALAN**

(Last) (First) (Middle)  
 1437 SOUTH 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)  
**06/20/2008**

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)  
 Exec. VP - Drilling Subsidiary

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	(D)	Price	
Common Stock	06/20/2008		M		40,500	A	\$ 12.08 70,500	D
Common Stock	06/20/2008		S		526	D	\$ 71.91 69,974	D
Common Stock	06/20/2008		S		1,200	D	\$ 71.87 68,774	D
Common Stock	06/20/2008		S		1,600	D	\$ 71.81 67,174	D
Common Stock	06/20/2008		S		750	D	\$ 71.84 66,424	D

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Common Stock	06/20/2008	S	100	D	\$ 71.86	66,324	D	
Common Stock	06/20/2008	S	3,000	D	\$ 71.898	63,324	D	
Common Stock	06/20/2008	S	4,300	D	\$ 71.9812	59,024	D	
Common Stock	06/20/2008	S	4,500	D	\$ 72.0881	54,524	D	
Common Stock	06/20/2008	S	9,500	D	\$ 72.1358	45,024	D	
Common Stock	06/20/2008	S	5,500	D	\$ 72.251	39,524	D	
Common Stock	06/20/2008	S	8,500	D	\$ 72.1532	31,024	D	
Common Stock	06/20/2008	S	1,024	D	\$ 72.0419	30,000	D	
Common Stock						16,510	I	By 401(k) Plan

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
Stock Option (right to buy)	\$ 12.08	06/20/2008		M	40,500	12/03/2004 <sup>(1)</sup> 12/03/2013	Common Stock	40,500

