

ROONEY L F III
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HELMERICH & PAYNE INC [HP]

(Check all applicable)

(Last) (First) (Middle)

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

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

1437 S. BOULDER AVE., SUITE 1400

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

TULSA, OK 74119

(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)	Price
Common Stock	12/21/2012		M		2,800	A	\$ 12.08
Common Stock	12/21/2012		M		1,316	A	\$ 13.055
Common Stock	12/21/2012		M		4,208	A	\$ 16.01
Common Stock	12/21/2012		M		4,122	A	\$ 21.065
Common Stock	12/21/2012		M		2,349	A	\$ 38.015

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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 Manhattan 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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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)	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

