

HELMERICH HANS
Form 4
January 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
HELMERICH HANS

2. Issuer Name and Ticker or Trading Symbol
HELMERICH & PAYNE INC [HP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2008

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

TULSA, OK 74119

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/01/2008		G	V 1,000 A \$ 0	519,263	D	
Common Stock	12/01/2008		G	V <u>4,500</u> ⁽¹⁾ D \$ 0	514,763	D	
Common Stock	12/01/2008		G	V 1,000 A \$ 0	37,245	I	By spouse <u>(2)</u>
Common Stock	12/01/2008		G	V 785 A \$ 0	22,685 <u>(3)</u>	I	By son <u>(2)</u>
Common Stock	12/01/2008		G	V 1,000 A \$ 0	16,900 <u>(4)</u>	I	By daughter <u>(2)</u>

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- (2) The reporting person disclaims beneficial ownership of the shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or otherwise.
- (3) The shares reported as held by the reporting person's son include the 900 shares received from the reporting person and reported above, and 21,785 shares previously excluded from the reporting person's Form 4 because of a custodial arrangement for the son.
- (4) The shares reported as held by the reporting person's daughter include the 900 shares received from the reporting person and reported above, and 16,000 shares previously excluded from the reporting person's Form 4 because of a custodial arrangement for the daughter.

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.