#### ROONEY L F III

Form 4

December 21, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

Symbol

0.5

**OMB APPROVAL** 

1(b).

(Print or Type Responses)

ROONEY L F III

1. Name and Address of Reporting Person \*

may continue.

See Instruction

				HELMERICH & PAYNE INC [HP]				IC [HP]	(Check all applicable)			
(			3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012					X Director 10% Owner Officer (give title below) Other (specify below)				
Filed(M				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	TULSA, O								Person			
	(City)	(State)	(Zip)	Tal	ole I - Non-	Derivativ	e Sec	urities Acq	quired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Year)		Date, if	Code (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)	
	Common Stock	12/21/2012			M	2,800	A	\$ 12.08	10,158	D		
	Common Stock	12/21/2012			M	1,316	A	\$ 13.055	11,474	D		
	Common Stock	12/21/2012			M	4,208	A	\$ 16.01	15,682	D		
	Common Stock	12/21/2012			M	4,122	A	\$ 21.065	19,804	D		
	Common Stock	12/21/2012			M	2,349	A	\$ 38.015	22,153	D		

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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 Manhanttan 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 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

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(right to buy)								
Stock Option (right to buy)	\$ 38.015	12/21/2012	M	2,349	12/01/2009	12/01/2019	Common Stock	2,349
Stock Option (right to buy)	\$ 47.935	12/21/2012	М	1,902	12/07/2010	12/07/2020	Common Stock	1,902

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>F</b>	Director	10% Owner	Officer	Other				
ROONEY L F III 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119	X							

# **Signatures**

Jonathan M. Cinocca, by Power of Attorney for Francis
Rooney

12/21/2012

\*\*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).

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.

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