

HELMERICH & PAYNE INC  
 Form 4/A  
 February 02, 2006

**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 \*  
 FEARS DOUGLAS E

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)  
 01/30/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President & CFO

TULSA, OK 74119  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/31/2006

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/30/2006		M		\$ 19,420	A	44,846
					24.5909		D <u>(1)</u>
Common Stock	01/30/2006		S		\$ 5,000	D	39,846
					76.7		D <u>(1)</u>
Common Stock	01/30/2006		S		\$ 4,800	D	35,046
					76.89		D <u>(1)</u>
Common Stock	01/30/2006		S		\$ 200	D	34,846
					76.98		D <u>(1)</u>
Common Stock	01/30/2006		S		\$ 3,200	D	31,646
					77.33		D <u>(1)</u>

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Common Stock	01/30/2006	S	100	D	\$ 77.36	31,546	D <sup>(1)</sup>
Common Stock	01/30/2006	S	200	D	\$ 77.37	31,346	D <sup>(1)</sup>
Common Stock	01/30/2006	S	500	D	\$ 77.375	30,846	D <sup>(1)</sup>
Common Stock	01/30/2006	S	4,220	D	\$ 77.43	26,626	D <sup>(1)</sup>
Common Stock	01/30/2006	S	100	D	\$ 77.47	26,526	D <sup>(1)</sup>
Common Stock	01/30/2006	S	1,100	D	\$ 77.48	25,426	D <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
Common Stock (right to buy)	\$ 24.5909	01/30/2006		M	19,420	12/06/2001 <sup>(2)</sup>	12/06/2010	Common Stock	19,420

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEARS DOUGLAS E 1437 SOUTH BOULDER AVE. TULSA, OK 74119			Vice President & CFO	

## Signatures

/s/ Jonathan M. Cinocca, by Power of Attorney for Douglas E.  
Fears

02/02/2006

\_\_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).
- (1) Includes 229 shares held indirectly in the reporting person's 401(k) account.  
These options were granted under the Helmerich & Payne, Inc. 1996 Stock Incentive Plan on 12/06/00 at an exercise price of \$32.3125, becoming \$24.5909 post spin-off. These options vested over 4 years in 25% increments. The noted date represents the first date options vest and become exercisable.
- (2)

### Remarks:

This Amendment to the Form 4 for the reporting person filed on 1/31/06 is being filed solely to correct inadvertent errors in co

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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