Helmerich & Payne, Inc. Form 4 December 02, 2015

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

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 \* MARSHALL CHAPMAN PAULA

(First)

(Middle)

1437 S. BOULDER AVE., SUITE 1400

(Street)

2. Issuer Name and Ticker or Trading Symbol

Helmerich & Payne, Inc. [HP]

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

11/30/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

(State)

(Month/Day/Year)

(City) 1.Title of 2. Transaction Date 2A. Deemed

(Zip)

3. 4. Securities TransactionAcquired (A) or Execution Date, if

Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

\_X\_ Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X\_ Director

Applicable Line)

Officer (give title

0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

**TULSA, OK 74119** 

Security

(Instr. 3)

(Last)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	, (	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option (right to buy)	\$ 58.25	11/30/2015		A		12,561		11/30/2015(1)	11/30/2025	Common Stock	12,5
Phantom Stock (2)	<u>(3)</u>	12/01/2015		A		10.6791		<u>(4)</u>	<u>(4)</u>	Common Stock	10.6

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
in proving of the state of the state of	Director	10% Owner	Officer	Other			
MARSHALL CHAPMAN PAULA 1437 S. BOULDER AVE., SUITE 1400 TULSA, OK 74119	X						

# **Signatures**

Jonathan M. Cinocca, by Power of Attorney for Paula
Marshall

12/02/2015

\*\*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) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan on 11/30/15. The options vested on the date of grant.
- (2) Phantom shares relate to the Helmerich & Payne, Inc. Director Deferred Compensation Plan.
- (**3**) 1-for-1.

a currently valid OMB number.

The shares of phantom stock become payable, in cash only, at the election of the reporting person either (1) in a lump sum payable no (4) later than 60 days following the termination of the reporting person's service as director or (2) in annual installments for a period of 'x'

years (not to exceed 10).

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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