

Tardio Juan Pablo
Form 4
May 22, 2018

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

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 *
Tardio Juan Pablo

(Last) (First) (Middle)
1437 SOUTH BOULDER AVENUE, SUITE 1400
(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Helmerich & Payne, Inc. [HP]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/18/2018 | | M | 9,000 A \$ 59.76 | 25,628 | D | |
| Common Stock | 05/18/2018 | | M | 25,875 A \$ 68.83 | 51,503 | D | |
| Common Stock | 05/18/2018 | | M | 14,000 A \$ 58.25 | 65,503 | D | |
| Common Stock | 05/18/2018 | | S | 40,281 D \$ 72.26 (1) | 25,222 | D | |
| Common Stock | 05/18/2018 | | S | 12,500 D \$ 73.01 | 12,722 | D | |

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(2)

Common Stock 1,120 I 401(k) account

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 59.76 | 05/18/2018 | | M | 9,000 | 12/06/2012 ⁽³⁾ 12/06/2021 | Common Stock | 9,000 |
| Stock Option (right to buy) | \$ 68.83 | 05/18/2018 | | M | 25,875 | 12/02/2015 ⁽⁴⁾ 12/02/2024 | Common Stock | 25,875 |
| Stock Option (right to buy) | \$ 58.25 | 05/18/2018 | | M | 14,000 | 11/30/2016 ⁽⁴⁾ 11/30/2025 | Common Stock | 14,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tardio Juan Pablo
1437 SOUTH BOULDER AVENUE
SUITE 1400
TULSA, OK 74119

VP &
CFO

Signatures

Cara M. Hair, by power of attorney for Juan Pablo
Tardio

05/22/2018

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.71 to \$72.70, inclusive. The reporting person undertakes to provide upon request of the SEC staff, the issuer or a stockholder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 2 to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.71 to \$73.20, inclusive.
 - (2) The options vested over 4 years in 25% increments. The noted date represents the date options first began to vest.
 - (3) The options vest over 4 years in 25% increments. The noted date represents the date options first began to vest.

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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