

GOODRICH PETROLEUM CORP

Form 4

December 11, 2013

FORM 4**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smajstrla Dawn

2. Issuer Name and Ticker or Trading
Symbol
GOODRICH PETROLEUM CORP
[GDP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
801 LOUISIANA, SUITE 700
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President & Controller

HOUSTON, TX 77002

4. If Amendment, Date Original
Filed(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
Person

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/09/2013 | | M | | 1,537 | A | \$ 7,513 |
| Common Stock | 12/10/2013 | | S | | 408 ⁽⁴⁾ | D | \$ 17.6953 |
| Common Stock | 12/11/2013 | | M | | 6,025 | A | \$ 13,130 |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 |
| Phantom Stock | <u>(1)</u> | 12/09/2013 | | M | | | 1,537 <u>(2)</u> | 12/09/2013 | 12/09/2013 | Common Stock | 1,537 |
| Phantom Stock | <u>(1)</u> | 12/11/2013 | | M | | | 6,025 <u>(3)</u> | 12/11/2013 | 12/11/2013 | Common Stock | 6,025 |
| Phantom Stock | <u>(1)</u> | 12/10/2013 | | A | | 8,191 <u>(3)</u> | | <u>(5)</u> | <u>(5)</u> | Common Stock | 8,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Smajstrla Dawn 801 LOUISIANA SUITE 700 HOUSTON, TX 77002 | Vice President & Controller |

Signatures

Dawn Smajstrla 12/11/2013

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) Each share of phantom stock is the economic equivalent of one share of GDP common stock.
- (2) On December 9, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2010.
- (3) On December 11, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.
- (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting detailed in Table II

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- The phantom stock vests in increments of one-third beginning December 11, 2014 for each of the next three years. Thus the reporting person will receive 2,731 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement dates, in the sole discretion of the issuer) on December 11, 2015, and 2,730 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement dates, in the sole discretion of the issuer) on each of December 11, 2016 and 2017, as long as the reporting person remains affiliated with the company.
- (5)

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.