

GOODRICH PETROLEUM CORP

Form 4

December 11, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODRICH WALTER G

(Last) (First) (Middle)

**C/O GOODRICH PETROLEUM
CO, 801 LOUISIANA, SUITE 700**

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**GOODRICH PETROLEUM CORP
[GDP]**

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

04/30/2014

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)

Vice Chairman and CEO

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/30/2014		G		500	D \$ 25.15	532,267	D	
Common Stock	05/07/2014		G		2,000	D \$ 24.08	530,267	D	
Common Stock	09/18/2014		G		500	D \$ 17.61	529,767	D	
Common Stock	10/09/2014		G		1,250	D \$ 11.22	528,517	D	
Common Stock	11/25/2014		G		1,000	D \$ 9.83	527,517	D	

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Common Stock	100,000	I	through Spouse
Common Stock	381,409	I	Goodrich Energy Inc.
Depository Shares ⁽³⁾	4,000	D	
Depository Shares ⁽⁴⁾	4,000	D	

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)	8. Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/09/2014		A	104,478	<u>(2)</u> <u>(2)</u>	Common Stock	104,478

Reporting Owners

Reporting Owner Name / Address	Relationships
GOODRICH WALTER G C/O GOODRICH PETROLEUM CO 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002	Director 10% Owner Officer Other X Vice Chairman and CEO

Signatures

Walter G. Goodrich 12/11/2014

**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) The phantom stock vests in increments of one-third beginning December 9, 2014 for each of the next three years. Thus the reporting person will receive 34,826 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 9, 2015, 2016 and 2017, as long as the reporting person remains affiliated with the company.

(3) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.

(4) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

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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