

GOODRICH PETROLEUM CORP

Form 5

February 12, 2015

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. 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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/30/2014**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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2014	Â	G4	5,500 D Amount (D) Price \$ 4.62	570,550	D	Â
Common Stock	12/30/2014	Â	G4	5,500 D Amount (D) Price \$ 4.62	565,050	D	Â
Common Stock	12/30/2014	Â	G4	5,500 D Amount (D) Price \$ 4.62	559,550	D	Â
	12/30/2014	Â	G4	5,500 D Amount (D) Price \$ 4.62	554,050	D	Â

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Common Stock							\$ 4.62		
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	through Spouse
Common Stock	Â	Â	Â	Â	Â	Â	381,409	I	through Goodrich Energy Inc.
Common Stock	Â	Â	Â	Â	Â	Â	57,125	I	through HGF Partnership
Depository Shares <sup>(1)</sup>	Â	Â	Â	Â	Â	Â	4,000	D	Â
Depository Shares <sup>(2)</sup>	Â	Â	Â	Â	Â	Â	4,000	D	Â

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 number.**

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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. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

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

## Signatures

Walter G.  
Goodrich

02/09/2015

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

(2) 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 provided 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.