

GOODRICH PETROLEUM CORP  
Form SC 13G/A  
February 13, 2002

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

SCHEDULE 13G/A

(AMENDMENT NO. 5)

Under the Securities Exchange Act of 1934

Goodrich Petroleum Corporation

-----  
(Name of Issuer)

Common Stock, par value \$.20 per share

-----  
(Title of Class of Securities)

382410 10 8

-----  
(CUSIP Number)

February 12, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

( ) Rule 13d-1(b)

(x) Rule 13d-1(c)

( ) Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)  
Michael D. Fulton & Katheryn E. Cole  
I.R.S. No. 537-66-7809 & 535-74-4374
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power  
0
6. Shared Voting Power  
857,933
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
857,933
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
857,933
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
4.87%
12. Type of Reporting Person (See Instructions)  
IN

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SCHEDULE 13G

This Schedule 13G is filed on behalf of Michael D. Fulton and Katheryn E. Cole

Item 1.

- (a) Name of Issuer  
Goodrich Petroleum Corporation
- (b) Address of Issuer's Principal Executive Offices  
815 Walker Street, Suite 1040  
Houston, Texas 77002

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Item 2.

- (a) Name of Person Filing  
Michael D. Fulton and Katheryn E. Cole
- (b) Address of Principal Business Office or, if none, Residence  
6328 NE 194th Street  
Kenmore, WA 98028
- (c) Citizenship  
United States of America
- (d) Title of Class of Securities  
Common Stock, par value \$.20 per share
- (e) CUSIP Number  
382410 10 8

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: N/A

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 857,933\*
- (b) Percent of class: 4.87%
- (c) Number of shares as to which each person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 857,933
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 857,933

\* Includes the following securities held by Mr. Fulton and Ms. Cole on their own behalf: (a) 608,270 shares of common stock and (b) warrants to purchase 220,011 shares of common stock.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X).

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

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Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Michael D. Fulton & Katheryn E. Cole

Date: February 12, 2002  
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By: /s/ Michael D. Fulton  
-----  
Michael D. Fulton

/s/ Katheryn E. Cole  
-----  
Katheryn E. Cole

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