

Edgar Filing: POGO PRODUCING CO - Form SC 13D

POGO PRODUCING CO  
Form SC 13D  
March 26, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Pogo Producing Company

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

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

730448107

-----  
(CUSIP Number)

Mark Rosenbaum  
Goelet, LLC  
425 Park Avenue  
28th Floor  
New York, New York 10022  
Telephone: (212) 588-9555

-----  
(Name, Address and Telephone Number of Persons Authorized  
to Receive Notices and Communications)

Copy to:  
Peter J. Rooney, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000

March 14, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess. 240.13d-7(b) for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

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The information required on 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).

1

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
State of New York  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [\_\_]  
-----

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-----  
13. Percent of Class Represented by Amount in Row (11)  
23.6%

-----  
14. Type of Reporting Person (See Instructions)  
OO  
-----

2

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)    
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).    
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816  
-----

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

OO

3

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under the Will of Robert Walton Goelet for the  
benefit of Beatrice G. Manice

2. Check the Appropriate Box if a Member of a Group

(a) [X]

(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
By 0

9. Each Reporting Person Sole Dispositive Power  
With 0

10. Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

00

4

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Robert G. Goelet

2. Check the Appropriate Box if a Member of a Group

(a) [X]  
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of New York

7. Number of Shares

Sole Voting Power  
0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power

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12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

00

5

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Robert G. Goelet

2. Check the Appropriate Box if a Member of a Group

(a) [X]  
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned By Shared Voting Power

0

9. Each Reporting Sole Dispositive Power

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Person 0  
With -----  
10. Shared Dispositive Power  
12,615,816  
-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,615,816  
-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]  
-----  
13. Percent of Class Represented by Amount in Row (11)  
23.6%  
-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

6

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
Robert G. Goelet  
-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]  
-----  
3. SEC Use Only  
-----  
4. Source of Funds (See Instructions)  
  
00  
-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]  
-----  
6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----  
7. Number of Shares Sole Voting Power  
0  
8. Beneficially Owned Shared Voting Power  
-----

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9. By 0  
Each -----  
Reporting Person Sole Dispositive Power  
With 0  
-----  
10. Shared Dispositive Power  
12,615,816

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,615,816  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

-----  
13. Percent of Class Represented by Amount in Row (11)  
23.6%  
-----

14. Type of Reporting Person (See Instructions)  
OO  
-----

7

CUSIP No. 730448107  
-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Francis Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]  
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7. Number of Sole Voting Power  
-----



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8.	Shares	0
	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816
-----		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	12,615,816	
-----		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [__]	
-----		
13.	Percent of Class Represented by Amount in Row (11)	
	23.6%	
-----		
14.	Type of Reporting Person (See Instructions)	
	00	

8

CUSIP No. 730448107

1.	Name of Reporting Person
	S.S. or I.R.S. Identification No. of Above Person
	Trustees of the Trust under Agreement dated December 18, 1931 f/b/o John Goelet
-----	
2.	Check the Appropriate Box if a Member of a Group
	(a) [X]
	(b) [ ]
-----	
3.	SEC Use Only
-----	
4.	Source of Funds (See Instructions)
	00
-----	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]
-----	
6.	Citizenship or Place of Organization
	State of New York

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7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	Shared Voting Power 0
9.	By Each Reporting Person	Sole Dispositive Power 0
10.	With	Shared Dispositive Power 12,615,816
-----		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	12,615,816	
-----		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [__]	
-----		
13.	Percent of Class Represented by Amount in Row (11)	
	23.6%	
-----		
14.	Type of Reporting Person (See Instructions)	
	00	
-----		

9

CUSIP No. 730448107

1.	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
	Trustees of the Trust under Agreement dated December 17, 1976 f/b/o grandchildren of John Goelet
-----	
2.	Check the Appropriate Box if a Member of a Group
	(a) [X] (b) [ ]
-----	
3.	SEC Use Only
-----	
4.	Source of Funds (See Instructions)
	00
-----	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]
-----	

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6. Citizenship or Place of Organization

State of New York

7.	Number of Shares	Sole Voting Power
		0
8.	Beneficially Owned	Shared Voting Power
	By Each Reporting Person	0
9.	With	Sole Dispositive Power
		0
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11)  
23.6%

14. Type of Reporting Person (See Instructions)  
00

10

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
John Goelet

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to

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Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
By 0

9. Each Reporting Person Sole Dispositive Power  
With 0

10. Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

00

11

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
John Goelet

2. Check the Appropriate Box if a Member of a Group

(a) [X]  
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

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00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
0

9. By Each Reporting Person Sole Dispositive Power  
0

10. With Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

00

12

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert G. Goelet

2. Check the Appropriate Box if a Member of a Group

(a) [X]

(b) [ ]

3. SEC Use Only

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4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power

12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

IN

13

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

John H. Manice

2. Check the Appropriate Box if a Member of a Group

(a) [X]

(b) [ ]

3. SEC Use Only

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-----  
4. Source of Funds (See Instructions)

00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]  
-----

6. Citizenship or Place of Organization

United States of America  
-----

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

-----  
Shared Voting Power

By

0

9. Each

Reporting

-----  
Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,615,816  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)

23.6%  
-----

14. Type of Reporting Person (See Instructions)

IN  
-----

14

CUSIP No. 730448107  
-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated September 4, 1980 f/b/o  
Anne de La Haye Jousselein  
-----

2. Check the Appropriate Box if a Member of a Group

(a) [X]

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(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of New York

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

00

15

CUSIP No. 730448107

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Robert G. Manice

2. Check the Appropriate Box if a Member of a Group



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- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

IN

16

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Amelia M. Berkowitz

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2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

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Pamela Manice

2. Check the Appropriate Box if a Member of a Group

- (a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

IN

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Alexandra Gardiner Goelet

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

14. Type of Reporting Person (See Instructions)  
  
IN

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-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Robert Gardiner Goelet

-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----

3. SEC Use Only

-----

4. Source of Funds (See Instructions)  
  
OO

-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----

6. Citizenship or Place of Organization  
  
United States of America

-----

7.	Number of Shares	Sole Voting Power
8.	Beneficially Owned	0
9.	By Each Reporting Person	Shared Voting Power 0
10.	With	Sole Dispositive Power 0
		Shared Dispositive Power 12,615,816

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----

13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

-----

14. Type of Reporting Person (See Instructions)  
  
IN

-----

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Philip Goelet

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

14. Type of Reporting Person (See Instructions)  
  
IN

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21

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Christopher Goelet

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
OO

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
United States of America

-----  
7. Number of Shares Sole Voting Power  
0  
8. Beneficially Owned Shared Voting Power  
By Each Reporting Person 0  
9. Sole Dispositive Power  
0  
10. With Shared Dispositive Power  
12,615,816

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

-----  
14. Type of Reporting Person (See Instructions)  
  
IN

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22

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Gilbert Kerlin

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

14. Type of Reporting Person (See Instructions)



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IN

23

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Windward Oil & Gas Corporation

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
23.6%

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-----  
14. Type of Reporting Person (See Instructions)

CO  
-----

24

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Arthur N. Field  
-----

2. Check the Appropriate Box if a Member of a Group

(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization

United States of America  
-----

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned

-----  
Shared Voting Power

By

0

9. Each Reporting Person With

-----  
Sole Dispositive Power

0

10. Shared Dispositive Power  
12,615,816  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [\_\_]  
-----

13. Percent of Class Represented by Amount in Row (11)

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23.6%

-----  
14. Type of Reporting Person (See Instructions)

IN  
-----

25

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Alexandra C. Goelet  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)

00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization

United States of America  
-----

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned Shared Voting Power

0

9.

Each

Reporting Person Sole Dispositive Power

0

With

10.

Shared Dispositive Power

12,615,816  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,615,816  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
23.6%

14. Type of Reporting Person (See Instructions)  
IN

26

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Henrietta Goelet

2. Check the Appropriate Box if a Member of a Group  
(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization  
United States of America and United Kingdom

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]

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-----  
13. Percent of Class Represented by Amount in Row (11)  
23.6%

-----  
14. Type of Reporting Person (See Instructions)  
IN  
-----

27

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Edmond de La Haye Jouselin

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
OO

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
France

-----  
7. Number of Shares Sole Voting Power  
0  
8. Beneficially Owned Shared Voting Power  
By Each Reporting Person  
0  
9. Sole Dispositive Power  
0  
10. With Shared Dispositive Power  
12,615,816

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,615,816  
-----

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

23.6%

14. Type of Reporting Person (See Instructions)

IN

28

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert S. Rich

2. Check the Appropriate Box if a Member of a Group

(a) [X]  
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power  
12,615,816

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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12,615,816

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)  
23.6%

14. Type of Reporting Person (See Instructions)  
IN

29

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Goelet, LLC

2. Check the Appropriate Box if a Member of a Group  
(a) []  
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). []

6. Citizenship or Place of Organization  
State of Delaware

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,615,816

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,615,816
- 
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)
- 
13. Percent of Class Represented by Amount in Row (11)  
23.6%
- 
14. Type of Reporting Person (See Instructions)  
00
- 

30

### Item 1. Security and Issuer

The class of equity securities to which this joint statement on Schedule 13D relates is the common stock, par value \$1.00 per share (the "Pogo Common Stock" or the "Shares") of Pogo Producing Company, a Delaware corporation ("Pogo") with its principal executive offices at 5 Greenway Plaza, Suite 2700, Houston, Texas 77046.

### Item 2. Identity and Background

This statement is filed on behalf of the group of former shareholders of NORIC Corporation, a New York corporation ("NORIC"), consisting of certain trusts for the benefit of the descendants of Robert Walton Goelet, the trustees of such trusts, as well as Arthur Field, Gilbert Kerlin and his affiliate, Windward Oil & Gas Corporation, a Delaware corporation, all listed below (collectively, the "Group"). If no address is given, the person's business address is c/o Goelet, LLC, 425 Park Avenue, 28th floor, New York, New York 10022.

Robert G. Goelet, Philip Goelet, Edmond de La Haye Joussetin, John H. Manice and Pamela Manice are trustees of the following trusts for the benefit of Beatrice G. Manice: (i) Trust under Agreement dated August 26, 1930, (ii) Trust under Agreement dated July 27, 1935, and (iii) Trust under the Will of Robert Walton Goelet.

Alexandra C. Goelet, Philip Goelet and Edmond de La Haye Joussetin are trustees of the following trusts for the benefit of Robert G. Goelet: (i) Trust under Agreement dated August 26, 1930, (ii) Trust under Agreement dated July 27, 1935 and (iii) Trust under the Will of Robert Walton Goelet. In addition, Robert G. Goelet is a trustee of the trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet.

Robert G. Goelet, Philip Goelet and Edmond de La Haye Joussetin are trustees of the trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet.

Robert G. Goelet, Christopher Goelet, Philip Goelet, Edmond de La Haye Joussetin and Robert S. Rich are trustees of the following trusts for the benefit of John Goelet: (i) Trust under Agreement dated December 18, 1931, (ii) Trust under Agreement dated July 27, 1935 and (iii) Trust under the Will of



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Robert Walton Goelet.

Henrietta Goelet and Robert S. Rich are trustees of the trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet.

Amelia M. Berkowitz, Robert G. Goelet, Philip Goelet and Edmond de La Haye Jousselein are trustees of the trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Jousselein.

Robert G. Goelet is the Chairman of Goelet, LLC.

John H. Manice is a consultant at Strategen, LLC, located at 405 Park Avenue, Suite 1701, New York, NY 10022. Strategen, LLC is engaged in the business of healthcare consulting.

Robert G. Manice is a self-employed artist. His business address is 305 Newbury Street, Boston, MA 02116.

Pamela Manice is an educator.

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Alexandra Gardiner Goelet is an investment banker at JP Morgan Chase & Co., located at 270 Park Avenue, New York, NY 10017. JP Morgan Chase & Co. is engaged in the business of financial services and banking.

Robert Gardiner Goelet is a full-time student.

Philip Goelet is an executive at Red Abbey, LLC, located at 2330 West Joppa Road, Suite 330, Lutherville, MD 21093. Red Abbey, LLC is engaged in the business of biotechnology investment and management.

Christopher Goelet is an executive at Red Abbey, LLC, located at 2330 West Joppa Road, Suite 330, Lutherville, MD 21093. Red Abbey, LLC is engaged in the business of biotechnology investment and management.

Gilbert Kerlin is an attorney at the law firm of Shearman & Sterling, located at 599 Lexington Avenue, New York, NY 10022.

Windward Oil & Gas Corporation, a Delaware corporation, is engaged in the business of oil and gas exploration and development, with the address of its principal business at 4605 Post Oak Place Drive, Suite 220, Houston, Texas 77027. The names of the executive officers of Windward Oil & Gas Corporation are set forth below:

Gilbert Kerlin	Director and President
Randall K. Sadler	Director, Secretary and Treasurer
Michael Becci	Director
James A. Winne	Director

Arthur N. Field is an attorney at the law firm Shearman & Sterling located at 599 Lexington Avenue, New York, New York 10022.

Amelia M. Berkowitz, Alexandra C. Goelet and Henrietta Goelet are homemakers.

Edmond de La Haye Jousselein is an executive at Worms Asset Management,

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located at 55 Rue de La Boetie, Paris 75008, France. Worms Asset Management is engaged in the financial services business.

Robert S. Rich is an executive at The Antelope Company, located at 555 Seventeenth Street, Suite 2400, Denver, CO 80202. The Antelope Company is engaged in the management services business.

Goelet, LLC is a Delaware limited liability company engaged in the business of financial services and management. The names of the executive officers of Goelet, LLC are set forth below:

Robert W. Kiley	President and Chief Operating Officer
Mark Rosenbaum	Vice President, Chief Financial Officer, Treasurer and Assistant Secretary

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During the last five years, none of the members of the Group or the executive officers of Goelet, LLC has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities law or finding any violations with respect to such laws.

For item (f), see cover pages 2 through 30.

### Item 3. Source and Amount of Funds and Other Consideration

Members of the Group acquired beneficial ownership of 12,615,816 shares of Pogo Common Stock in connection with the merger of NORIC with and into Pogo (the "Merger") consummated on March 14, 2001 pursuant to the Agreement and Plan of Merger, dated November 19, 2000, among Pogo, NORIC, and shareholders of NORIC (the "Merger Agreement") in exchange for all of the outstanding shares of NORIC that they surrendered in the Merger.

### Item 4. Purpose of Transaction

Members of the Group acquired beneficial ownership of 12,615,816 shares of Pogo Common Stock in connection with the Merger in exchange for the shares that members of the Group held in NORIC. Members of the Group acquired the Pogo Common Stock solely for investment purposes and they currently have no plans or proposals that relate to or would result in any of the actions set forth in parts (a) through (j) of Item 4.

In addition, members of the Group entered into a Standstill and Voting Agreement with Pogo, dated March 14, 2001 (the "Standstill and Voting Agreement") whereby members of the Group agreed, among others, not to acquire additional Pogo Common Stock, not to propose extraordinary corporate transactions, not to seek to change the board of directors of Pogo and to vote all their Pogo Common Stock in accordance with the recommendation of the board of directors of Pogo or in equal proportion to the votes cast by other Pogo shareholders.

### Item 5. Interest in Securities of the Issuer

(a) In the aggregate, the Group beneficially owns 12,615,816 shares of

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Pogo Common Stock, representing 23.6% of the outstanding Pogo Common Stock.

(b) The Registration Rights Agreement, dated March 14, 2001, among Pogo and members of the Group (the "Registration Rights Agreement"), requires the members of the Group to cooperate with respect to the disposition of their shares on the public markets, therefore the members of the Group have shared dispositive power with respect to all 12,615,816 shares and sole dispositive power with respect to none of the shares. The Standstill and Voting Agreement requires the group to vote their shares either (i) in accordance with the recommendation of the board of directors of Pogo or (ii) in equal proportion to the votes cast by Pogo shareholders that are not members of the Group. Therefore, the members of the Group have sole voting power with respect to none of the Shares and shared voting power with respect to none of the Shares.

Each member of the Group disclaims beneficial ownership of the Shares not owned by either (i) such member, (ii) a trust of which such member is a trustee or (iii) a controlled affiliate

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of such member. Accordingly, (1) the Trust under Agreement dated August 26, 1930 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 10,837,262 Shares, (2) the Trust under Agreement dated July 27, 1935 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 12,044,138 Shares, (3) the Trust under the Will of Robert Walton Goelet for the benefit of Beatrice G. Manice disclaims beneficial ownership of 12,234,697 Shares, (4) the Trust under Agreement dated August 26, 1930 for the benefit of Robert G. Goelet disclaims beneficial ownership of 10,837,262 Shares, (5) the Trust under Agreement dated July 27, 1935 for the benefit of Robert G. Goelet disclaims beneficial ownership of 12,044,138 Shares, (6) the Trust under the Will of Robert Walton Goelet disclaims beneficial ownership of 12,044,138 Shares, (7) the Trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet disclaims beneficial ownership of 12,044,138 Shares, (8) the Trust under Agreement dated December 18, 1931 for the benefit of John Goelet disclaims beneficial ownership of 11,281,901 Shares, (9) the Trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet disclaims beneficial ownership of 12,171,178 Shares, (10) the Trust under Agreement dated July 27, 1935 for the benefit of John Goelet disclaims beneficial ownership of 12,044,138 Shares, (11) the Trust under the Will of Robert Walton Goelet for the benefit of John Goelet disclaims beneficial ownership of 12,139,418 Shares, (12) the Trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Jousselein disclaims beneficial ownership of 12,533,061 Shares, (13) Robert G. Goelet disclaims beneficial ownership of 5,594,082 Shares, (14) John H. Manice disclaims beneficial ownership of 9,813,768 Shares, (15) Robert G. Manice disclaims beneficial ownership of 12,577,704 Shares, (16) Amelia M. Berkowitz disclaims beneficial ownership of 12,462,364 Shares, (17) Pamela Manice disclaims beneficial ownership of 9,803,863 Shares, (18) Alexandra Gardiner Goelet disclaims beneficial ownership of 12,568,176 Shares, (19) Robert Gardiner Goelet disclaims beneficial ownership of 12,568,176 Shares, (20) Philip Goelet disclaims beneficial ownership of 3,750,752 Shares, (21) Christopher Goelet disclaims beneficial ownership of 10,063,183 Shares, (22) Gilbert Kerlin disclaims beneficial ownership of 10,532,368 Shares, (23) Windward Oil & Gas Corporation disclaims beneficial ownership of 12,025,118 Shares, (24) Arthur N. Field disclaims beneficial ownership of 12,601,461 Shares (25) Alexandra C. Goelet disclaims beneficial ownership of 9,693,906 Shares, (26) Henrietta Goelet disclaims beneficial ownership of 12,171,178 Shares, (27) Edmond de La Haye Jousselein disclaims beneficial ownership of 3,926,131 Shares, (28) Robert S. Rich disclaims beneficial ownership of 9,789,187 Shares and (29) Goelet, LLC disclaims beneficial ownership of all 12,615,816 Shares.

The Shares beneficially owned by Robert G. Manice include 8,451 Shares

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held by him as custodian for his three minor children under the New York Uniform Transfers to Minors Act.

(c) Except as described herein, there were no Pogo Common Stock transactions effected during the past 60 days by the members of the Group.

(d) None.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Members of the Group and Pogo are parties to the Registration Rights Agreement and the Standstill and Voting Agreement with respect to the Pogo Common Stock acquired in the Merger by members of the Group. The Standstill and Voting Agreement provides

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that the members of the Group (i) will not purchase or otherwise acquire any additional Pogo Common Stock, (ii) propose any merger, tender or exchange offer, restructuring or other business combination or joint venture transaction involving Pogo, (iii) propose to purchase any material portion of Pogo's assets, (iv) solicit proxies or participate in election contests with respect to the election of directors, or join forces with any other party to a proxy solicitation or election contest, (v) initiate stockholder meetings, (vi) seek to amend Pogo's Restated Certificate of Incorporation or By-laws, (vii) induce or encourage anyone to propose a change of control contest for Pogo, or (viii) seek to affect or influence Pogo's board of directors or management or to remove any director from Pogo's board.

The Standstill and Voting Agreement also provides that members of the Group will, at all shareholders' meetings, vote all their Pogo Common Stock either in accordance with the recommendation of the board of directors of Pogo, or in equal proportion to the votes cast by other Pogo shareholders. In order to facilitate this process, the Standstill and Voting Agreement grants an irrevocable proxy to Goelet, LLC, the initial shareholders representative to vote the Group's shares in this manner at any Pogo shareholders' meeting.

The Standstill and Voting Agreement also provides that members of the Group may not sell, give or transfer their Pogo Common Stock to any other person except pursuant to the procedures set forth in the Registration Rights Agreement discussed below or to a person who, following any transfer, will own less than 5% of Pogo's voting securities, is not a member of a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act, and has not announced any accumulation of Pogo's voting securities for the purpose of effecting a change of control of Pogo or for any of the other purposes described above.

The Registration Rights Agreement provides for certain registration rights of the members of the Group with respect to their Pogo Common Stock that have not been registered under the Securities Act of 1933 requiring Pogo to register for resale under the Securities Act of 1933, as amended, the shares of Pogo Common Stock issued to stockholders of NORIC in the Merger. Pogo must use its reasonable best efforts to accomplish this registration no later than September 11, 2001. The registration statement may be used by members of the Group:

- to sell the shares of Pogo Common Stock issued to them in the Merger from time to time, subject to a limitation of 1,000,000 shares during any period of 90 consecutive days during the

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twelve-month period that begins on September 11, 2001, and

- on request of at least 50% of the holders of the Shares, to sell shares of Pogo Common Stock issued to them in the Merger in one underwritten public offering of not less than 4,000,000 nor more than 7,000,000 Shares. This demand registration right, that can be exercised during the period from September 11, 2001 through March 14, 2003.

In addition, the Registration Rights Agreement requires Pogo to include, if the holders request, shares of Pogo Common Stock issued to them in the Merger in any registration statement it files to sell Pogo Common Stock itself or for the account of other stockholders. The Registration Rights Agreement further provides that the members of the Group are not permitted to sell, pursuant to the registration statement or Rule 144, more than 1,000,000 shares of Pogo Common Stock during any period of 90 consecutive days during the twelve-month period

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beginning September 11, 2001. It also provides that each holder participating in an underwritten offering must enter into a customary lock-up agreement under which the holder agrees not to sell shares of Pogo Common Stock for a period up to 90 days after the closing of the relevant offering.

### Item 7. Material to be Filed as Exhibits

1. Joint Filing Agreement, as required by Rule 13d-1(k).
2. Agreement and Plan of Merger, dated November 19, 2000, incorporated by reference to Annex A to the Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 12, 2001 by Pogo Producing Company.
3. Power of Attorney incorporated by reference to Annex A to the Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 12, 2001 by Pogo Producing Company.
4. Standstill and Voting Agreement, dated March 14, 2001.
5. Registration Rights Agreement, dated March 14, 2001.

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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.

Date: March 23, 2001

ROBERT G. GOELET

/s/ Robert S. Goelet\*

-----  
Individually and as Trustee of (a)  
the Trust u/a dated August 26, 1930

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f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (f) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (h) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (i) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

JOHN H. MANICE

/s/ John H. Manice\*

-----  
Individually, and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

ROBERT G. MANICE

/s/ Robert G. Manice\*

-----  
AMELIA M. BERKOWITZ

/s/ Amelia M. Berkowitz\*

-----  
Individually and as Trustee of the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

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PAMELA MANICE

/s/ Pamela Manice\*

-----  
Individually and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the

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Trust u/w of Robert Walton Goelet  
f/b/o Beatrice G. Manice

ALEXANDRA GARDINER GOELET

/s/ Alexandra Gardiner Goelet\*

ROBERT GARDINER GOELET

/s/ Robert Gardiner Goelet\*

PHILIP GOELET

/s/ Philip Goelet\*

Individually and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/a dated August 26, 1930 f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Robert G. Goelet; (f) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (h) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (i) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (j) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (k) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

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CHRISTOPHER GOELET

/s/ Christopher Goelet\*

Individually and as Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; and (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet

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GILBERT KERLIN

/s/ Gilbert Kerlin\*  
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WINDWARD OIL & GAS CORPORATION

/s/ Gilbert Kerlin\*  
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By: Gilbert Kerlin

ARTHUR N. FIELD

/s/ Arthur N. Field\*  
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HENRIETTA GOELET

/s/ Henrietta Goelet\*  
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As Trustee of the Trust u/a dated  
December 17, 1976  
f/b/o grandchildren of John Goelet

ALEXANDRA C. GOELET

/s/ Alexandra C. Goelet\*  
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As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o Robert  
G. Goelet; (b) the Trust u/a dated  
July 27, 1935 f/b/o Robert G.  
Goelet; and (c) the Trust u/w  
Robert Walton Goelet f/b/o Robert  
G. Goelet

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EDMOND DE LA HAYE JOUSSELIN

/s/ Edmond de La Haye Jouselin\*  
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As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o  
Beatrice G. Manice; (b) the Trust  
u/a dated July 27, 1935 f/b/o  
Beatrice G. Manice; (c) the Trust  
u/w of Robert Walton Goelet f/b/o  
Beatrice G. Manice; (d) the Trust  
u/a dated August 26, 1930 f/b/o  
Robert G. Goelet; (e) the Trust u/a  
dated July 27, 1935 f/b/o Robert G.  
Goelet; (f) the Trust u/w of Robert



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Walton Goelet f/b/o Robert G. Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (h) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (i) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (j) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (k) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

ROBERT S. RICH

/s/ Robert S. Rich\*

-----  
As Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (d) the Trust u/a dated December 17, 1976 f/b/o grandchildren of John Goelet

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GOELET, LLC

/s/ Robert W. Kiley

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By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer

\*GOELET, LLC  
Attorney-in-fact

/s/ Robert W. Kiley

-----  
By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

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/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer