

GOODRICH PETROLEUM CORP

Form 4

December 16, 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 *
GOODRICH WALTER G

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)

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

(Street)

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Vice Chairman and CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

HOUSTON, TX 77002

(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 (3)	(A) or (D)	Price	
Common Stock	12/12/2013		S		19,447 (3)	D	\$ 16.2454	521,833 D
Common Stock	12/13/2013		M		21,858	A	16.2454	543,691 D
Common Stock	12/16/2013		S		10,924 (4)	D	\$ 15.8626	532,767 D
Common Stock								381,409 I
								100,000 I

Goodrich
Energy,
Inc.

Common Stock						through Spouse
Depository Shares ⁽⁵⁾		4,000		D		
Depository Shares ⁽⁶⁾		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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/13/2013		M		21,858	<u>(2)</u>	12/13/2013	12/13/2013	Common Stock	21,858

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	X Vice Chairman and CEO

Signatures

Walter G. Goodrich
12/16/2013

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 13, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 13, 2011.
- (3) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2013 detailed in Table II of Form 4 filed on December 11, 2013.
- (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 13, 2013 detailed in Table II.
- (5) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (6) 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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