GOODRICH PETROLEUM CORP

Form 4

December 11, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(City)

(State)

(Zip)

1. Name and Add Schott Jan L	lress of Report	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			GOODRICH PETROLEUM CORP [GDP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
801 LOUISIANA, SUITE 700			(Month/Day/Year) 12/09/2013	_X_ Officer (give title Other (spec below) below) SVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON	FV 77002		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
HOUSTON, 7	IX //002			Person		

(==-,)	(= 1)	Tab	le I - Non-	Derivative	Secur	ities Acqui	rea, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of 4 and 3 (A) or	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)
Common Stock	12/09/2013		Code V M	Amount 7,575	(D)	Price (1)	40,293	D	
Common Stock	12/09/2013		S	3,721 (5)	D	\$ 17.689	36,572	D	
Common Stock	12/11/2013		M	17,756	A	<u>(1)</u>	54,328	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table I. Non Desirative Consulties Assuring Disposed of an Deneficially O

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number.

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 on Derivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired posed of	6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and	Securit
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Phantom Stock	<u>(1)</u>	12/09/2013		M		7,575 (2)	12/09/2013	12/09/2013	Common Stock	7,5
Phantom Stock	<u>(1)</u>	12/11/2013		M		17,756 (3)	12/11/2013	12/11/2013	Common Stock	17,
Phantom Stock	<u>(1)</u>	12/10/2013		A	26,564		<u>(4)</u>	<u>(4)</u>	Common Stock	26,:

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schott Jan L 801 LOUISIANA SUITE 700 HOUSTON, TX 77002

SVP & Chief Financial Officer

Signatures

Jan L. Schott 12/11/2013

**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.
- On December 9, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2010.
- On December 11, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012

The phantom stock vests in increments of one-third on the beginning on December 11, 2014. Thus the reporting person will receive 8,855 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

(4) issuer) on each of December 11, 2015 and 2016, and 8,854 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 December 11, 2017 as long as the reporting person remains affiliated with the company.

Reporting Owners 2

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Note: File three copies of this Form, one of which is Potential persons who are to respond to the collection	ssociated with the phantom stock vesting on December 9, 2013 detailed in Table II. must be manually signed. If space is insufficient, <i>see</i> Instruction 6 for procedure. ion of information contained in this form are not required to respond unless the form displays
a currently valid OMB number.	