

GOODRICH PETROLEUM CORP  
Form 4  
December 15, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2014

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HOUSTON, TX 77002

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/11/2014		M		38,894	A	Ⓟ	566,411	D
Common Stock	12/11/2014		M		15,928	A	Ⓟ	582,339	D
Common Stock	12/11/2014		M		23,891	A	Ⓟ	606,230	D
Common Stock	12/11/2014		S		20,000 (4)	D	\$ 4.15	586,230	D
Common Stock	12/12/2014		S		23,981 (4)	D	\$ 4.0757	562,249	D

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Common Stock	100,000	I	through Spouse
Common Stock	381,409	I	Goodrich Energy Inc.
Depository Shares <sup>(5)</sup>	4,000	D	
Depository Shares <sup>(6)</sup>	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Phantom Stock	<u>(1)</u>	12/11/2014		M	38,894 <u>(2)</u>	12/11/2014	12/11/2014	Common Stock	38,894
Phantom Stock	<u>(1)</u>	12/11/2014		M	15,928 <u>(3)</u>	12/11/2014	12/11/2014	Common Stock	15,928
Phantom Stock	<u>(1)</u>	12/11/2014		M	23,891 <u>(3)</u>	12/11/2014	12/11/2014	Common Stock	23,891

## 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

12/15/2014

    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 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.
  - (3) On December 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.
  - (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2014 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. 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.