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POGO PRODUCING CO  
Form DFAN14A  
December 01, 2006

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registration [ ]  
Filed by a Party other than the Registrant [X ]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy [ ] Statement [ ]
- Definitive Additional Materials
- Soliciting Material Pursuant to ss.240.14a-12

POGO PRODUCING COMPANY

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(Name of Registrant as Specified In Its Charter)

Third Point LLC  
Daniel S. Loeb

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- [ ] Fee paid previously with preliminary materials.  
[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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On December 1, 2006, Third Point LLC ("Third Point") and Daniel S. Loeb filed with the Securities and Exchange Commission (the "SEC") a first amendment to their Schedule 13D ("Amendment No. 1") with respect to Pogo Producing Company, a Delaware corporation. Amendment No. 1 is attached hereto as Exhibit 1 and is incorporated herein by reference.

\* \* \* \* \*

Exhibits

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Exhibit 1      Amendment No. 1 to Schedule 13D of Third Point LLC and Daniel S. Loeb, filed with the SEC on December 1, 2006.