

GOODRICH WALTER G  
Form 4  
December 06, 2011

**FORM 4**

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

OMB APPROVAL

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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

(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)  
12/02/2011

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

HOUSTON, TX 77002

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

(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   |  |   |         |                       |
| Common Stock                    | 12/02/2011                           |  | M                              |   | 12,325  | A  | \$ 548,821  | D       |                       |
| Common Stock                    | 12/02/2011                           |  | F                              |   | 3,260   | D  | \$ 15.62  | 545,561 | D                     |
| Common Stock                    |                                      |  |                                |   |   |  | 381,409   | I       | Goodrich Energy, Inc. |

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

Persons who respond to the collection of information contained in this form are not

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**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                              | (1)  | 12/02/2011                           |  | M                              | 12,325  | 12/02/2011   | 12/02/2011  | Common Stock | 12,325                     |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| GOODRICH WALTER G<br>C/O GOODRICH PETROLEUM CO<br>801 LOUISIANA, SUITE 700<br>HOUSTON, TX 77002 | X             |           | Vice Chairman and CEO |       |

## Signatures

Michael J. Killelea  
12/05/2011  
\*\*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 2, 2011, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 2, 2009.

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.