Edgar Filing: GOODRICH PETROLEUM CORP - Form 4

GOODRICH Form 4 December 1	H PETROLEUM 1, 2013	CORP	-								
FORM	14								OMB AF	PPROVAL	
FUNIVI 4 UNITED STATES S				RITIES A shington			NGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no lon	ger.									January 31, 2005	
subject t Section Form 4 o	16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0.		
Form 5 obligations may continue. See Instruction 1(b). 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)										
Schott Jan L Symbol GOOL			Symbol	Symbol I GOODRICH PETROLEUM CORP				5. Relationship of Reporting Person(s) to Issuer			
			GOOD [GDP]					(Check all applicable)			
(Last)				of Earliest Transaction			Director 10% Owner X_ Officer (give title Other (specify				
(Month/) 801 LOUISIANA, SUITE 700 12/09/2			II/Day/1Cal)				below) below) SVP & Chief Financial Officer				
			(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
HOUSTON, TX 77002								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			(A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	OwnershipIndirectForm:BeneficiDirect (D)Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	× /		
Common Stock	12/09/2013			М	7,575	А	<u>(1)</u>	40,293	D		
Common Stock	12/09/2013			S	3,721 (5)	D	\$ 17.689	36,572	D		
Common Stock	12/11/2013			М	17,756	А	<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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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amc or Num of Sł
Phantom Stock	<u>(1)</u>	12/09/2013		М		7,575 (2)	12/09/2013	12/09/2013	Common Stock	7,5
Phantom Stock	<u>(1)</u>	12/11/2013		М		17,756 (3)	12/11/2013	12/11/2013	Common Stock	17,
Phantom Stock	<u>(1)</u>	12/10/2013		А	26,564		(4)	(4)	Common Stock	26,:

Reporting Owners

Reporting Owner Name / Address	s Relationships						
	Director	10% Owner	Officer	Other			
Schott Jan L 801 LOUISIANA SUITE 700 HOUSTON, TX 77002			SVP & Chief Financial Officer				
Signatures							

12/11/2013 Jan L. Schott **Signature of Date Reporting Person

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, (2)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, (3) 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.

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(5) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 9, 2013 detailed in Table II.

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.