### Edgar Filing: GOODRICH PETROLEUM CORP - Form 4

Form 4	I PETROLEUM	CORP	5								
February 07,									OMB A	PPROVAL	
FORN Check th		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287			
if no long subject to Section 1 Form 4 o	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hou response	rs per		
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 I	Responses)										
FEDCUALINADE				2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	GOODRICH PETROLEUM CORP [GDP]				CORP	(Check all applicable)					
(Me				3. Date of Earliest Transaction (Month/Day/Year) 02/05/2007				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	, TX 77002							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	erivative	Secur	ities Acq	uired, 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)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code V	Amount		Price	(Instr. 3 and 4)			
Stock	02/05/2007			М	3,750	А	<u>(1)</u>	30,985	D		
Common Stock	02/05/2007			F	1,367	D	\$ 35.24	29,618	D		
Common Stock								120	Ι	thru Children	

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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	02/05/2007		М		3,750	02/05/2007	02/05/2007	Common Stock	3,750	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
FERCHAU MARK E 808 TRAVIS SUIE 1320 HOUSTON, TX 77002			Executive Vice President					
Signatures								

/s/ Mark E. Ferchau <u>\*\*</u>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 was the economic equivalent of one share of GDP common stock. On February 5, 2007, the reporting person settled one-third of the shares of phantom stock that were granted to him on February 4, 2004 for GDP common 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.