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POGO PRODUCING CO

Form SC 13G

February 07, 2002

February 1, 2002

Paul Van Wagenen  
Pogo Producing Co.  
5 Greenway Plaza, Suite 2700  
PO Box 2504  
Houston, TX 77046-0504

RE: Schedule 13G

Enclosed pursuant to Rule 13d-1(b) under the Securities Exchange Act of 1934 is a report on Schedule 13G reporting beneficial ownership at December 31, 2001 by American Express Financial Corporation in Common Stock of Pogo Producing Co.

Sincerely,

/s/ Steve Turbenson

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Steve Turbenson  
Director - Fund Administration

Enclosure

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

Pogo Producing Co.

-----  
(Name of Issuer)

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Common Stock

-----  
(Title of Class of Securities)

730448107

-----  
(CUSIP Number)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 730448107

1) Name of Reporting Person American Express Financial Corporation  
S.S. or I.R.S. Identification IRS No. 13-3180631  
No. of Above Person

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2) Check the Appropriate Box (a) \_\_\_\_\_  
if a Member of a Group (b) X - Joint Filing  
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3) SEC Use Only  
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4) Citizenship or Place of Organization Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(5) Sole Voting Power -0-  
-----  
(6) Shared Voting Power 1,723,557  
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(7) Sole Dispositive Power -0-  
-----  
(8) Shared Dispositive Power 2,802,408  
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9) Aggregate Amount Beneficially  
Owned by Each Reporting Person 2,802,408  
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10) Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares Not Applicable  
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11) Percent of Class Represented by  
Amount In Row (9) 5.2%  
-----

12) Type of Reporting Person CO, IA, IV, IA  
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1(a) Name of Issuer: Pogo Producing Co..

1(b) Address of Issuer's Principal  
Executive Offices: 5 Greenway Plaza, Suite 2700  
PO Box 2504  
Houston, TX 77046-0504

2(a) Name of Person Filing: American Express Financial Corporation

2(b) Address of Principal Business Office:  
American Express Financial Corporation  
200 AXP Financial Center  
Minneapolis, MN 55474

2(c) Citizenship: See Item 4 of Cover Page

2(d) Title of Class of Securities: Common Stock

2(e) Cusip Number: 730448107

3 Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):  
American Express Company, one of the persons filing this  
statement, is a Parent Holding Company in accordance with Rule  
13d-1(b) (ii) (G) and is an Investment Advisor registered under  
section 203 of the Investment Advisors Act of 1940.

4(a) Amount Beneficially Owned as of December 31, 2001: See Item 9 of Cover  
Pages

4(b) Percent of Class: See Item 11 of Cover Pages

4(c) Number of Shares as to which such person has:  
(i) Sole power to vote or to direct the vote: See Item 5 of Cover Pages  
(ii) Shared power to vote or direct the vote: See Item 6 of Cover Pages  
(iii) Sole power to dispose or to direct the disposition of: See Item 7  
of Cover Pages

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(iv) Shared power to dispose or to direct the disposition of: See Item 8 of Cover Pages

5 Ownership of 5% or Less of a Class:  
If this statement is being filed to report the fact as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( ).

6 Ownership of more than 5% on Behalf of Another Person:

Not Applicable

7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Exhibit I

8 Identification and Classification of Members of the Group:

Not Applicable

9 Notice of Dissolution of Group:

Not Applicable

10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

American Express Financial Corporation

Dated: December 31, 2001

By /s/ Steve Turbenson

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Steve Turbenson  
Signature

Steve Turbenson  
Director - Fund Administration  
Name/Title

Telephone: (612) 671-2059

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Exhibit Index

- Exhibit I Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.
- Exhibit II Statement of American Express Financial Corporation

Exhibit I

to

Schedule 13G

American Express Financial Corporation, a Delaware Corporation, is a parent holding company and is registered as investment advisor under section 203 of the Investment Advisor Act of 1940. The relevant subsidiaries and/or advised accounts are: Investment companies registered under section 8 of the Investment Company Act of 1940; IDS Life Insurance Company and American Express Asset Management Group Inc., an investment advisor registered under section 203 of the Investment Advisors Act of 1940.

Exhibit II

to

Schedule 13G

Under the

Securities Exchange Act of 1934

Pursuant to Rule 13d-1(f)(1), American Express Financial Corporation affirms that it is individually eligible to use Schedule 13G and agrees that this Schedule is filed in its behalf and on behalf of its subsidiaries and advised accounts.

American Express Financial Corporation

By /s/ Steve Turbenson

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Steve Turbenson

Director - Fund Administration