### Edgar Filing: FERCHAU MARK E - Form 4

FERCHAU M Form 4	MAKKE										
December 13	, 2010										
FORM	4		GEOUD							PPROVAL	
	UNITE	J STATES		hington			ANGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	er <b>STATE</b> 6.	MENT O	GES IN SECUF			AL OW	NERSHIP OF		Estimated average burden hours per		
obligations may continue. Section 17(a) of the Public Utility Hold					of the Securities Exchange Act of 1934, Holding Company Act of 1935 or Section ment Company Act of 1940						
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> FERCHAU MARK E			2. Issuer Name <b>and</b> Ticker or Trading Symbol GOODRICH PETROLEUM CORP [GDP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 801 LOUISIANA, SUITE 700			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2010					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
				endment, Date Original nth/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			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivati	e Secu	rities Acc	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)				Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
~				Code V	Amou	or nt (D)		(Instr. 3 and 4)			
Common Stock	12/09/2010			М	5,553	А	<u>(1)</u>	55,430	D		
Common Stock	12/09/2010			F	1,469	D	\$ 15.84	53,961	D		

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 required to respond unless the form displays a currently valid OMB control number.

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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. 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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Phantom Stock	<u>(1)</u>	12/09/2010		М		5,553	12/09/2010	12/09/2010	Common Stock	5,55
Phantom Stock	<u>(2)</u>	12/09/2010		А	39,110		(3)	(3)	Common Stock	39,1

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
F B	Director	10% Owner	Officer	Other			
FERCHAU MARK E 801 LOUISIANA SUITE 700 HOUSTON, TX 77002			Executive Vice President				
Signatures							
Mark E. Ferchau 12	2/13/2010						

<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 is the economic equivalent of one share of GDP common stock. On December 9, 2010, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2008.
- (2) Each share of phantom stock is the economic equivalent of one share of GDP common stock.

The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. Thus the reporting person will receive 13,037 shares of common stock of the issuer (or cash equal to the value of the common stock on the

(3) settlement dates, in the sole discretion of the issuer) on each of December 9, 2011, and 2012; and 13,036 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 9, 2013, as long as the reporting person remains affiliated with the company.

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.