

GOODRICH PETROLEUM CORP  
Form 4  
December 15, 2015

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2015

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

C/O GOODRICH PETROLEUM CO, 801 LOUISIANA, SUITE 700

(Street)

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

HOUSTON, TX 77002

(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				
				Code V	Amount				
Common Stock	12/11/2015		M	38,894	A	Ⓐ	333,755	D	
Common Stock	12/11/2015		M	15,927	A	Ⓐ	349,682	D	
Common Stock	12/11/2015		M	23,891	A	Ⓐ	373,573	D	
Common Stock	12/11/2015		F	21,530	D	\$	0.23	352,043	D
Common Stock							100,000	I	through Spouse

Common Stock	381,409	I	Goodrich Energy Inc.
Common Stock	57,125	I	HGF Partnership
Depository Shares <sup>(4)</sup>	4,000	D	
Depository Shares <sup>(5)</sup>	4,000	D	

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

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(9-02)

**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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/11/2015		M		38,894 <u>(2)</u>		12/11/2015	12/11/2015	Common Stock	38,894
Phantom Stock	<u>(1)</u>	12/11/2015		M		15,927 <u>(3)</u>		12/11/2015	12/11/2015	Common Stock	15,927
Phantom Stock	<u>(1)</u>	12/11/2015		M		23,891 <u>(3)</u>		12/11/2015	12/11/2015	Common Stock	23,891

## Reporting Owners

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

## Signatures

Walter G.  
Goodrich

12/15/2015

\_\_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.
  - (2) On December 11, 2015, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.
  - (3) On December 11, 2015, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.
  - (4) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.
  - (5) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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