

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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**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 \*  
Killelea Michael J

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)  
SVP, Gen. Counsel, Corp. Sec'y

C/O GOODRICH PETROLEUM CORPORATION, 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/11/2015		M	17,439	A	140,276	D
Common Stock	12/11/2015		M	6,940	A	147,216	D
Common Stock	12/11/2015		M	7,338	A	154,554	D
Common Stock	12/11/2015		F	8,676	D	\$ 0.23	D

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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)	Amount or Number of Shares
Phantom Stock	(1)	12/11/2015		M	17,439 (2)	12/11/2015 12/11/2015	Common Stock	17,439
Phantom Stock	(1)	12/11/2015		M	6,940 (3)	12/11/2015 12/11/2015	Common Stock	6,940
Phantom Stock	(1)	12/11/2015		M	7,338 (3)	12/11/2015 12/11/2015	Common Stock	7,338

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Killelea Michael J  
C/O GOODRICH PETROLEUM CORPORATION  
801 LOUISIANA, SUITE 700  
HOUSTON, TX 77002

SVP, Gen. Counsel, Corp. Sec'y

## Signatures

Michael J.  
Killelea  
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)

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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.

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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