

GOODRICH PETROLEUM CORP

Form 4

December 16, 2013

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

12/12/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)

____X____ 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)
Common Stock	12/12/2013		S	(A) or (D) 7,969 (3) D	\$ 16.2454	76,912	D
Common Stock	12/13/2013		M	9,800 A	16.2454	86,712	D
Common Stock	12/16/2013		S	(A) or (D) 4,627 (4) D	\$ 45.8626	82,085	D

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

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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	8. Amount or Number of Shares
Phantom Stock	(1)	12/13/2013		M	9,800 (2)	12/13/2013 12/13/2013	Common Stock	9,800

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 12/16/2013

__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 13, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 13, 2011.
- (3) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2013 detailed in Table II of Form 4 filed on December 11, 2013.
- (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 13, 2013 detailed in Table II.

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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