

FERCHAU MARK E  
Form 5  
April 08, 2005

**FORM 5**

**UNITED 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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

OMB  
Number: 3235-0362  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
FERCHAU MARK E

(Last) (First) (Middle)

808 TRAVIS STREET, SUITE  
1320

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
GOODRICH PETROLEUM CORP  
[GDP]

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP

6. Individual or Joint/Group Reporting

(check applicable line)

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

**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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	Â	02/18/2003	Â	A4	10,000 (1)	Â	Â (2)	Â (2)	Common Stock	10,000
Phantom Stock	Â	02/04/2004	Â	A4	11,250 (1)	Â	Â (2)	Â (2)	Common Stock	11,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERCHAU MARK E 808 TRAVIS STREET SUITE 1320 HOUSTON, TX 77002	Â	Â	Â EVP	Â

## Signatures

/s/ Mark E.  
Ferchau

04/08/2005

\*\*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) These shares of phantom stock were inadvertently not reported on the date of their grant.

(2) The phantom stock vests in increments of one-third on the anniversary date of the grant for three years following the grant.

The reporting person received 3,334 shares of common stock of the issuer on December 8, 2004, as reported on a Form 4 dated December 13, 2004, and 3,333 shares of common stock of the issuer on February 18, 2005, as reported on a Form 4 dated February 22, 2005. The reporting person will receive 3,333 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, in the sole discretion of the issuer) on February 18, 2006, provided the reporting person remains an employee of the issuer on this date.

(3) The reporting person received 3,750 shares of common stock of the issuer on February 4, 2005, as reported on a Form 4 dated February 8, 2005. The reporting person will receive 3,750 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, in the sole discretion of the issuer) on February 4, 2006 and 2007, respectively, provided the reporting person remains an employee of the issuer on those dates.

(5) 1-for-1

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.