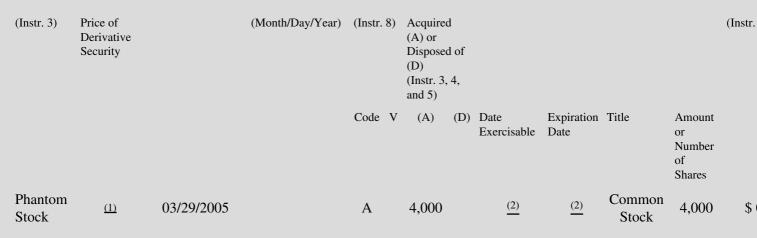
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Davis Jame Form 4 March 31, 2										
FORM	ЛЛ								PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation	nger to 16. or Filed put	suant to S	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934 Public Utility Holding Company Act of 1935 or Section					Estimated burden hou response	Estimated average burden hours per response 0.5	
may cor <i>See</i> Inst 1(b). (Print or Type	ruction			•	U	ny Act of 1		511		
1. Name and Address of Reporting Person <u>*</u> Davis James B			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) 808 TRAVIS STREET, SUITE 1320			3. Date of Earliest Transaction(Month/Day/Year)03/29/2005				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice Pres., Eng & Op			
(Street) HOUSTON, TX 77002			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 			
(City)	(State)	(Zip)			.	a	Person			
1.Title of Security (Instr. 3)	2. Transaction Date		ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	ies (A) or of (D)	Securities Beneficially Owned	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Re	port on a separate line	for each cl	ass of sec		ficially ow Perso inforn requii	ned directly ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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Reporting Owners

Reporting Owner Name / Addre	SS	Relationships						
	Director 10% Owner Officer		Officer	Other				
Davis James B 808 TRAVIS STREET SUITE 1320 HOUSTON, TX 77002			Senior Vice Pres., Eng & Op					
Signatures								
/s/James Davis	03/31/2005							
<u>**</u> Signature of	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**) 1 - for - 1

Reporting Person

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 1,333 shares of common stock of the issuer (or cash equal to the value of the common stock on the

(2) settlement date, in the sole discretion of the Company) on March 29, 2006 and 2007, and 1,334 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 Company) on March 29, 2008, provided the reporting person remains an employee of the issuer on those dates.

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.