

GOODRICH PETROLEUM CORP
 Form 4
 December 04, 2013

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 *
MALLOY PATRICK E

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)
12/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

BAY STREET AT THE WATERFRONT

(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

SAG HARBOR, NJ 11963

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/02/2013		M	(3) 11,502 A \$	5,144,906	D	
Common Stock	12/02/2013		M	(4) 18,498 A \$	5,163,404	D	
Common Stock	12/04/2013		S	(7) 12,000 D \$	5,151,404	D	
Common Stock					177,750	I	Katherine C. Malloy
Common Stock					177,750	I	Maggie Malloy

Depository Shares ⁽⁶⁾	40,000	D
Depository Shares ⁽⁵⁾	40,000	D

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock	<u>(1)</u>	12/02/2013		A	26,752		<u>(2)</u>	<u>(2)</u>	Common Stock
Phantom Stock	<u>(1)</u>	12/02/2013		M	11,502 <u>(3)</u>		12/02/2013	12/02/2013	Common Stock
Phantom Stock	<u>(1)</u>	12/02/2013		M	18,498 <u>(4)</u>		12/02/2013	12/02/2013	Common Stock
5.375% Series B Convertible Preferred Stock	<u>(8)</u>						<u>(8)</u>	<u>(8)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALLOY PATRICK E BAY STREET AT THE WATERFRONT SAG HARBOR, NJ 11963	X	X	Chairman of the Board	

Signatures

Michael J. Killelea 12/04/2013

__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.

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 8,918 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 December 2, 2014, and 8,917 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement dates, in the sole discretion of the issuer) on each of December 2, 2015 and 2016, as long as the reporting person remains affiliated with the company.
- (2) On December 2, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2011.
- (3) On December 2, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2012.
- (4) Depository shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (5) Depository shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock.
- (6) Shares sold to cover federal tax obligations associated with the phantom stock vestings detailed in Table II.
- (7) The Series B Convertible Preferred Stock has no expiration date and is convertible at any time into common stock at a rate of 1.5946 per share.
- (8)

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