

GOODRICH PETROLEUM CORP  
Form 4  
December 11, 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 \*  
TURNHAM ROBERT C JR

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)  
12/09/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/09/2013		M	15,467 A \$ 17.689	387,272	D	
Common Stock	12/10/2013		S	7,734 (5) D \$ 17.689	379,538	D	
Common Stock	12/11/2013		M	36,781 A \$ 17.689	416,319	D	
Common Stock					29,950	I	through Spouse
					4,000	D	

Depository  
Shares <sup>(7)</sup>

Depository  
Shares <sup>(8)</sup> 4,000 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock	<u>(1)</u>	12/09/2013		M	15,467 <u>(2)</u>	12/09/2013 12/09/2013	Common Stock
Phantom Stock	<u>(1)</u>	12/11/2013		M	36,781 <u>(3)</u>	12/11/2013 12/11/2013	Common Stock
Phantom Stock	<u>(1)</u>	12/10/2013		A	43,231	<u>(4)</u> <u>(4)</u>	Common Stock
5.375% Series B Convertible Preferred Stock	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNHAM ROBERT C JR C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002	X		President & COO	

## Signatures

Robert C.  
Turnham, Jr.

12/11/2013

\_\_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 9, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2010.

(3) On December 11, 2013, the reported person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.

The phantom stock vests in increments of one-third beginning December 11, 2014 for each of the next three years. Thus the reporting person will receive 14,411 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 December 11, 2015, and 14,410 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 11, 2016 and 2017, as long as the reporting person remains affiliated with the company.

(5) Shares sold to cover federal tax obligations associated with the phantom stock vesting detailed in Table II

(6) 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.

(7) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.

(8) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

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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