GOODRICH WALTER G
Form SC 13G/A
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(AMENDMENT NO. 7)

Under the Securities Exchange Act of 1934

GOODRICH PETROLEUM CORPORATION

(Name of Issuer)

COMMON STOCK $.20 PAR VALUE

(Title of Class of Securities)

382410 10 8

(CUSIP Number)

CUSIP No. 382410 10 8

1. Name of Reporting Persons and IRS or SS Identification Number:
Walter G. Goodrich
2. Check the Appropriate Box if a Member of a Group:
(a) N/A
(b) N/A
3. SEC Use Only
4. Citizenship or Place of Organization:
(a) United States
Number of Shares Beneficially Owned by Each Reporting Person with:
5. Sole Voting Power
875,377*
6. Shared Voting Power
480,125
7. Sole Dispositive Power
875,377*
8. Shared Dispositive Power
480,125
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,355,502*
10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares
No
11. Percent of Class Represented by Amount in Row 9
7.51%
12. Type of Reporting Person
IN

* Includes the following securities held by Walter G. Goodrich on his own

behalf: (a) 346,552 shares of common stock, (b) 1,667 shares of common stock issuable upon conversion of 4,000 shares of Series A preferred stock, and (c) options to purchase 145,749 shares of common stock. In addition, includes (a) 480,125 shares of common stock held by HGF Partnership, a Louisiana partnership, in which Walter G. Goodrich owns an indirect general partnership interest and (b) 381,409 shares of common stock owned by Goodrich Energy, Inc., a corporation with respect to which Walter G. Goodrich is the sole stockholder. Walter G. Goodrich may be deemed to exercise shared voting and investment power with respect to the shares held by HGF Partnership. Walter G. Goodrich exercises sole voting and investment power with respect to the shares held by Goodrich Energy. Walter G. Goodrich and Henry Goodrich beneficially own 8.3% of the outstanding shares of common stock.

CUSIP No. 382410 10 8

13. Name of Reporting Persons and IRS or SS Identification Number:
Goodrich Energy, Inc.
14. Check the Appropriate Box if a Member of a Group:
(c) N/A
(d) N/A
15. SEC Use Only
16. Citizenship or Place of Organization:
Louisiana

Number of Shares Beneficially Owned by Each Reporting Person with:

17. Sole Voting Power
381,409
18. Shared Voting Power
0
19. Sole Dispositive Power
381,409
20. Shared Dispositive Power
0
21. Aggregate Amount Beneficially Owned by Each Reporting Person
381,409
22. Check if the Aggregate Amount in Row 9 Excludes Certain Shares
No
23. Percent of Class Represented by Amount in Row 9
2.13%
24. Type of Reporting Person
CO

Item 1(a) Name of Issuer:
Goodrich Petroleum Corporation
Item 1(b) Address of Issuer's principal executive offices:
808 Travis Street, Suite 1320
Houston, TX 77002
Item 2(a) Name of person filing:
1. Walter G. Goodrich
2. Goodrich Energy, Inc.
Item 2(b) Address of principal business office or, if none, residences:

1. 808 Travis Street, Suite 1320
   Houston, TX 77002
2. 333 Texas Street, Suite 1375
   Shreveport, LA 71101

Item 2(c) Citizenship:

1. United States
2. Louisiana

Item 2(d) Title of class of securities:
Common Stock, $.20 par value

Item 2(e) CUSIP Number: 382410 10 8

Item 3 Not Applicable

Item 4 Ownership:

(a) Amount beneficially owned:
1,355,502*

(b) Percent of class:
7.51%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote - 875,377

(ii) shared power to vote or to direct the vote - 480,125

(iii) sole power to dispose or to direct the disposition of - 875,377

(iv) shared power to dispose or to direct the disposition of - 480,125

Item 5-10 Not Applicable

* Includes the following securities held by Walter G. Goodrich on his own behalf: (a) 346,552 shares of common stock, (b) 1,667 shares of common stock issuable upon conversion of 4,000 shares of Series A preferred stock, and (c) options to purchase 145,749 shares of common stock. In addition, includes (a) 480,125 shares of common stock held by HGF Partnership, a Louisiana partnership, in which Walter G. Goodrich owns an indirect general partnership interest and (b) 381,409 shares of common stock owned by Goodrich Energy, Inc., a corporation with respect to which Walter G. Goodrich is the sole stockholder. Walter G. Goodrich may be deemed to exercise shared voting and investment power with respect to the shares held by HGF Partnership. Walter G. Goodrich exercises sole voting and investment power with respect to the shares held by Goodrich Energy. Walter G. Goodrich and Henry Goodrich beneficially own 8.3% of the outstanding shares of common stock.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2003

/s/Walter G. Goodrich

Walter G. Goodrich

Goodrich Energy, Inc.

/s/Walter G. Goodrich

Name: Walter G. Goodrich
Title: President