

GOODRICH PETROLEUM CORP

Form 4

December 15, 2014

FORM 4**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).

**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
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(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)

12/11/2014

☐ 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	12/11/2014		M		36,780	A 11	448,043 D
Common Stock	12/11/2014		M		14,411	A 11	462,454 D
Common Stock	12/11/2014		M		21,616	A 11	484,070 D
Common Stock	12/12/2014		S		20,974 (4)	D \$ 4.0757	463,096 D
							29,950 I

Common Stock			Through Spouse
Depository Shares ⁽⁵⁾	4,000	D	
Depository Shares ⁽⁶⁾	4,000	D	

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/11/2014		M	36,780 <u>(2)</u>	12/11/2014	12/11/2014	Common Stock	36,780
Phantom Stock	<u>(1)</u>	12/11/2014		M	14,411 <u>(3)</u>	12/11/2014	12/11/2014	Common Stock	14,411
Phantom Stock	<u>(1)</u>	12/11/2014		M	21,616 <u>(3)</u>	12/11/2014	12/11/2014	Common Stock	21,616
5.375% Series B Convertible Preferred Stock	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	4,780

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	X		President & COO	

HOUSTON, TX 77002

Signatures

Robert C.
Turnham, Jr.

12/15/2014

__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 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.
- (3) On December 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.
- (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2014 detailed in Table II.
- (5) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (6) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.
- (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.

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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