

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 *
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)

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

(Last) (First) (Middle)

BAY STREET AT THE WATERFRONT

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2013

SAG HARBOR, NJ 11963

(City) (State) (Zip)

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

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	12/09/2013		M		10,522 (2)	A	\$ 16.2228	5,161,926	D	
Common Stock	12/11/2013		S		5,000 (6)	D		5,156,926	D	
Common Stock								177,750	I	Katherine C. Malloy
Common Stock								177,750	I	Maggie Malloy
Depository Shares (3)								40,000	D	

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- (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) Depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (4) Depositary shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock.
- (5) 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.
- (6) Shares sold to cover federal tax obligations associated with the phantom stock vesting detailed in Table II.

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