

GOODRICH PETROLEUM CORP  
Form 4  
December 03, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(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)  
  
BAY STREET AT THE WATERFRONT  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2014

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	12/01/2014		M		11,502 (3)	A	(1) 5,173,428	D
Common Stock	12/01/2014		M		18,498 (4)	A	(1) 5,191,926	D
Common Stock	12/01/2014		M		8,918 (5)	A	(1) 5,200,844	D
Common Stock	12/02/2014		S		17,513 (8)	D	\$ 4.4962 5,183,331	D
Depository Shares (7)							40,000	D

Depository Shares <sup>(6)</sup> 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>	12/01/2014		A	105,708		<u>(2)</u>	<u>(2)</u>	Common Stock
Phantom Stock	<u>(1)</u>	12/01/2014		M		11,502 <u>(3)</u>	12/01/2014	12/01/2014	Common Stock
Phantom Stock	<u>(1)</u>	12/01/2014		M		18,498 <u>(4)</u>	12/01/2014	12/01/2014	Common Stock
Phantom Stock	<u>(1)</u>	12/01/2014		M		8,918 <u>(5)</u>	12/01/2014	12/01/2014	Common Stock
5.375% Series B Convertible Preferred Stock	<u>(9)</u>						<u>(9)</u>	<u>(9)</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  
Date: 12/03/2014

\_\_Signature of  
Reporting Person

## 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 35,236 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 each of December 1, 2015, 2016 and 2017, as long as the reporting person remains affiliated with the company.
- (2) On December 1, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2011.
- (3) On December 1, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2012.
- (4) On December 1, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2013.
- (5) Depository shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (6) Depository shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock.
- (7) Shares sold to cover federal tax obligations associated with the phantom stock vestings detailed in Table II.
- (8) 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.
- (9)

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