

GOODRICH PETROLEUM CORP  
 Form 4  
 December 04, 2013

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/02/2013**

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

**BAY STREET AT THE WATERFRONT**

(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

**SAG HARBOR, NJ 11963**

(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 or Price						
Common Stock	12/02/2013		M		11,502 (3)	A	11	5,144,906	D		
Common Stock	12/02/2013		M		18,498 (4)	A	11	5,163,404	D		
Common Stock	12/04/2013		S		12,000 (7)	D	\$	19.4327	5,151,404	D	
Common Stock								177,750	I	Katherine C. Malloy	
Common Stock								177,750	I	Maggie Malloy	



\_\_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.  

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 8,918 shares of common stock of the issuer (or cash equal to the value of the common stock on the
- (2) settlement date, in the sole discretion of the issuer) on December 2, 2014, and 8,917 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 2, 2015 and 2016, as long as the reporting person remains affiliated with the company.
- (3) On December 2, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2011.
- (4) On December 2, 2013, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 1, 2012.
- (5) Depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (6) Depositary 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.