Edgar Filing: GOODRICH PETROLEUM CORP - Form 4

GOODRIC Form 4 January 10,	H PETROLEUM	CORP	.9. 0.0								
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FORM	UNITED	STATES		RITIES A			NGE	COMMISSION	N OMB Number:	3235-	0287
Check t if no lor subject Section Form 4 Form 5 obligation	nger to 16. or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: January 20 Estimated average burden hours per response	
may con <i>See</i> Inst 1(b).	ntinue. Section 17(ruction			Itility Hol	•	-	•	of 1935 or Section 940	on		
(Print or Type	Responses)										
1. Name and Address of Reporting Person $\frac{*}{2}$ Schott Jan L			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)	. ,	of Farliest T	ransactic	m		Director	109	% Owner	
801 LOUISIANA, SUITE 700			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2013				X_Officer (give title Other (specify below) below) SVP & Chief Financial Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
HOUSTON	N, TX 77002					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivativ	ve Secur	rities A	cquired, Disposed	of, or Beneficia	lly Owned	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution l any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	ed (A) or ed of (D) 6, 4 and 5 (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Re	port on a separate line	for each cla	ass of sec	urities benet	ficially o	wned di	rectly (or indirectly			
Kenninger, Ke			65 OF SCU		Pers info requ disp	sons wi rmatior uired to	ho res n cont o respo	spond to the colle ained in this form and unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	,	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(In
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/10/2013		А		28,157		(2)	(2)	Common Stock	28,157	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Schott Jan L 801 LOUISIANA SUITE 700 HOUSTON, TX 77002			SVP & Chief Financial Officer	
Signatures				

Jan L. Schott 01/09/2014 **Signature of Date 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 was awarded in consideration of the company's total shareholder return as compared to the performance of an E&P equity index. The phantom stock vests in increments of one-third beginning December 11, 2013 for each of the next three years. Thus the reporting person will receive 9,386 shares of common stock of the issuer (or cash equal to the value of the common stock on the

(2)settlement dates, in the sole discretion of the issuer) on each of December 11, 2014 and 2015, and 9,385 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 December 11, 2016 as long as the reporting person remains affiliated with the company.

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.