

GOODRICH PETROLEUM CORP  
Form 4  
December 18, 2015

**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 \*  
AUSTIN JOSIAH T

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)  
4673 CHRISTOPHER PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 74204  
(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)
Common Stock				(A) or (D)	Price		
9.75% Series D Cumulative Preferred Stock <sup>(2)</sup>	12/16/2015		S	V	Amount		
					316,642 <sup>(1)</sup>	D	
					13,912 <sup>(1)</sup>	D	<sup>(3)</sup> 0

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

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number.

**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)	8. Amount or Number of Shares
10.00% Series E Cumulative Convertible Preferred Stock <sup>(4)</sup>	<u>(5)</u>	12/16/2015		P	13,912	<u>(5)</u> <u>(5)</u>	Common Stock	69,560

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUSTIN JOSIAH T 4673 CHRISTOPHER PLACE DALLAS, TX 74204		X		

## Signatures

Michael J. Killelea      12/18/2015

     \*\*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).
- Since the date of the reporting person's last ownership report, he transferred 1,737,390 shares of GDP common stock, 60,000 shares of the Company's Series C Preferred Stock and 70,000 shares of the Company's Series D Preferred stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (2) Depository shares each representing a 1/1000th ownership interest in a share of 9.75% Series D Cumulative Preferred Stock.
  - (3) The reporting person disposed of 13,912 depository shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock in exchange for 13,912 depository shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.
  - (4) Depository shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock (the "Series E Preferred Stock").

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- (5) The Series E Preferred Stock has no expiration date and is convertible at any time, at the holder's election, into Goodrich Petroleum Corporation common stock at a rate of 5.0 shares of common stock per depositary share of Series E Preferred Stock.

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