GOODRICH PETROLEUM CORP
Form 10-K/A
March 23, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

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x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 (*Fee Required*)

For Fiscal Year Ended December 31, 2003

Commission file number 1-7940

GOODRICH PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **(State of incorporation)**	**76-0466193** **(I.R.S. Employer Identification No.)**
808 Travis St., Suite 1320	
Houston, Texas **(Address of principal executive offices)**	**77002** **(Zip Code)**

Registrant s telephone number, including area code is (713) 780-9494

Title of each class	Name of each exchange on which registered

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $0.20 par value	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act:

Series A Preferred Stock, $1.00 par value	**NASDAQ Small Cap**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

At April 9, 2004, there were 18,506,354 shares of Goodrich Petroleum Corporation common stock outstanding. The aggregate market value of shares of common stock held by non-affiliates of the registrant as of April 9, 2004, was approximately $45,337,000 based on a closing price of $6.75 per share on the New York Stock Exchange on such date.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes ¨ No x

At June 30, 2003, the aggregate market value of Goodrich Petroleum Corporation common stock held by non-affiliates was $25,490,100.

Documents Incorporated By Reference

Portions of the registrant s annual proxy statement, filed on April 29, 2004, are incorporated by reference into Part III hereof.

EXPLANATORY NOTE

This amendment is being filed to expand Part II, Item 9A of the originally filed Report to address comments received from the Staff of the Securities and Exchange Commission.

PART II

Item 9A. ***Controls and Procedures*****.**

The Company, under the direction of its chief executive officer and chief financial officer, has established controls and procedures to ensure that material information relating to the Company and its consolidated subsidiaries is made known to the officers who certify the company s financial reports and to other members of senior management and the Board of Directors.

As discussed below, based on their evaluation as of December 31, 2003, the chief executive officer and chief financial officer concluded that the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act 1934) were not effective to ensure that the information required to be disclosed by Goodrich Petroleum Corporation in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

In the preparation of the Company s 2003 financial statements in this Form 10-K, the Company s independent registered public accounting firm, KMPG LLP (KPMG), advised the Company of a methodology concern regarding the Company s calculation of non-cash depreciation, depletion and amortization expense for 2003 and prior years. After an internal review, and discussions with KPMG, the Company determined that it had been calculating its depreciation, depletion and amortization expense rate incorrectly by dividing the net book value of each field by total proved reserves. Instead, the Company determined that the depreciation, depletion and amortization expense rate should have been calculated by taking the sum of (i) net book value of capitalized exploratory drilling and development costs divided by total proved developed reserves, and (ii) net book value of acquisition costs of proved properties and leasehold costs divided by total proved reserves. To correct the error, the Company undertook a project to perform recalculations of the Company s historical depreciation, depletion and amortization expense using the appropriate cost segregation approach and reserve allocation bases. These calculations indicated that depreciation, depletion and amortization expense had been understated by an aggregate amount of approximately $5.3 million for the seven-year period, 1997-2003. Accordingly, the Company restated its previously reported depletion, depreciation and amortization expense in its audited financial statements for the years ended December 31, 2001 and 2002 and its unaudited quarterly income information for the four quarters of 2002 and the first three quarters of 2003.

The Company s independent accountants, KPMG LLP, have provided a letter to the Company s Audit Committee indicating the Company did not have internal controls in place that would have detected this systematic error. Because the system of internal controls failed to detect the error, which had a material effect on the financial statements and resulted in the restatement of the prior period financial statements, the Company s lack of internal controls in this area is deemed to be a material weakness.

In conjunction with its Audit Committee, the Company undertook steps to address the internal control deficiency that gave rise to the material weakness. The Company s Audit Committee charter requires the Audit Committee to review any disclosures regarding deficiencies or weakness in the design or operation of internal controls. Acting in accordance with this mandate, the Company, under the supervision of the Audit Committee, engaged in a reevaluation of significant accounting policies of the Company in an effort to determine whether similar problems existed. This thorough review of the Company s accounting policies did not reveal any other exceptions in the Company s application of generally accepted accounting principles. The Company believes that the above described procedures have remedied the material weakness in internal

control over financial reporting.

Except for any changes in processes and procedures related to the matter noted above, there were no changes in the Company s internal controls or in other factors that could significantly affect those controls subsequent to the date of their most recent evaluation.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOODRICH PETROLEUM CORPORATION

(Registrant)

By: /s/ WALTER G. GOODRICH

Walter G. Goodrich

Chief Executive Officer

Date: March 23, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Date: March 23, 2005

Signature	**Title**
/s/ WALTER G. GOODRICH	Vice Chairman, Chief Executive Officer and Director
Walter G. Goodrich	(Principal Executive Officer)
/s/ D. HUGHES WATLER, JR.	Senior Vice President, Chief Financial Officer and Treasurer
D. Hughes Watler, Jr.	(Principal Financial Officer)
/s/ KIRKLAND H. PARNELL	Vice President (Principal Accounting Officer)
Kirkland H. Parnell	
/s/ PATRICK E. MALLOY, III	Chairman of Board of Directors
Patrick E. Malloy, III	
/s/ JOSIAH T. AUSTIN	Director
Josiah T. Austin	
/s/ JOHN T. CALLAGHAN	Director
John T. Callaghan	
/s/ GERALDINE A. FERRARO	Director

Geraldine A. Ferraro	
/s/ Henry Goodrich	Director
Henry Goodrich	
/s/ Michael J. Perdue	Director
Michael J. Perdue	
/s/ Arthur A. Seeligson	Director
Arthur A. Seeligson	
/s/ Gene Washington	Director
Gene Washington	
/s/ Steven A. Webster	Director
Steven A. Webster	