Killelea Michael J Form 4 December 12, 2018

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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obligations

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

12/10/2018

Stock

See Instruction

(Print or Type F	Responses)										
1. Name and A Killelea Mic	2. Issuer Name <b>and</b> Ticker or Trading Symbol GOODRICH PETROLEUM CORP [GDP]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
	(First) (N RICH PETROLE TION, 801 LOUI	3. Date of (Month/D 10/16/20	-	ransaction			Director 10% Owner Officer (give title Other (specify below) EVP, Gen. Counsel, Corp. Sec'y				
				ndment, D nth/Day/Yea	ate Original	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)		(Zip)	Tabl	o I. Non l	Dorivativa	Soone	ities Aca		f or Ronoficial	ly Owned	
1.Title of Security (Instr. 3)		Fransaction Date 2A. Deemed			3. 4. Securities Acquired e, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (ear) (Instr. 8)  (A) or				5. Amount of 6. 7. N Securities Ownership Indi Beneficially Form: Direct Beneficially Ownership Indi Owned (D) or Own Following Indirect (I) (Inst Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Stock	10/16/2018			G	Amount 700	(D)	\$ 15.37	107,480	D		
Common Stock	11/30/2018			G	180	D	\$ 14.42	107,300	D		
Common Stock	12/10/2018			M	23,152	A	(1)	130,452	D		
Common	12/10/2018			F	8 640	D	\$ 14	121 812	D		

F

8,640

D

\$ 14

121,812

D

#### Edgar Filing: Killelea Michael J - Form 4

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of     Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number of TransactionDerivative			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of Derivative Security	(,	any (Month/Day/Year)	Code (Instr. 8)	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/10/2018		M		23,152	12/10/2018	12/10/2018	Common Stock	23,152

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Killelea Michael J C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002

EVP, Gen. Counsel, Corp. Sec'y

## **Signatures**

Michael J. 12/12/2018 Killelea

\*\*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. On December 10, 2018 the reporting person settled one-third of the shares of phantom stock that were granted to him on December 8, 2016.

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.

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