

POGO PRODUCING CO  
Form 8-K  
August 10, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): AUGUST 10, 2001

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POGO PRODUCING COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-7792  
(Commission File Number)

74-16  
(IRS E  
Identific

5 GREENWAY PLAZA, SUITE 2700  
HOUSTON, TEXAS 77046-0504  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (713) 297-5000

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ITEM 5. OTHER EVENTS.

Pogo Producing Company is filing as an exhibit to this current report on Form 8-K the Unaudited Pro Forma Condensed Consolidated Statement of Income for the Six Months Ended June 30, 2001 and related notes, giving effect to the merger of NORIC Corporation, the parent of North Central Oil Corporation, with and into Pogo Producing Company. See Exhibit 99.1 incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

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EXHIBIT NUMBER  
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DESCRIPTION  
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99.1 Unaudited Pro Forma Condensed Consolidated Statement of Income for the Six Months Ended June 30, 2001 and related notes, giving effect to the merger of NORIC Corporation, the parent of North Central Oil Corporation, with and into Pogo Producing Company.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POGO PRODUCING COMPANY

Date: August 10, 2001

By: /s/ THOMAS E. HART

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Thomas E. Hart  
Vice President  
and Chief Accounting Officer

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