Schott Jan L Form 4 December 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Schott Jan L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GOODRICH PETROLEUM CORP

(Check all applicable)

VP & Controller

[GDP]

12/02/2009

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title below)

Director

10% Owner Other (specify

C/O GOODRICH PETROLEUM CORPORATION, 801 LOUISIANA,

(Street)

SUITE 700

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: Schott Jan L - Form 4

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Numb	oer	6. Date Exer	cisable and	7. Title and a	Amount of	8. Pri
	Derivative	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transactio		onof Derivative		Expiration Date		Underlying Securities		Deriva
	Security				Code		Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Acquired						(Instr.
		Derivative					(A) or						
		Security					Disposed of (D)						
							(Instr. 3,	, 4,					
							and 5)						
					Code	V	(A)	(D)	Date	Expiration	Title	Amount	
					0000	•	(1-1)	(2)	Exercisable	Date	1100	or	
									Excreisable	Bute		Number	
												of	
												Shares	
												Similes	
	Phantom	(1)	12/02/2009		Α		9 594		(2)	(2)	Common	9 594	\$
		(1)	1 2/112/2019		А		9194		(-)	(-)		9 194	٠,٦

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Schott Jan L C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002

VP & Controller

Stock

Signatures

Stock

/s/Michael J. Killelea, Attorney-in-Fact

**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).
- (1) Each share of phantom stock is the economic equivalent of one share of GDP common stock.

The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. Thus the reporting person will receive 3,198 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 each of December 2, 2010, 2011, and 2012, and 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.

Reporting Owners 2