

GOODRICH PETROLEUM CORP
Form 4
December 15, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BARKER ROBERT 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)
801 LOUISIANA, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Controller

HOUSTON, TX 77002

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/11/2015 | | M | | 2,338 | A | Ⓛ | 23,525 | D |
| Common Stock | 12/11/2015 | | M | | 1,138 | A | Ⓛ | 24,663 | D |
| Common Stock | 12/11/2015 | | F | | 952 | D | \$ 0.23 | 23,711 | D |
| Depository Shares ⁽⁴⁾ | | | | | | | | 2,000 | D |

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

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(9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | <u>(1)</u> | 12/11/2015 | | M | 2,338 <u>(2)</u> | 12/11/2015 12/11/2015 | Common Stock | 2,338 |
| Phantom Stock | <u>(1)</u> | 12/11/2015 | | M | 1,138 <u>(3)</u> | 12/11/2015 12/11/2015 | Common Stock | 1,138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARKER ROBERT T 801 LOUISIANA SUITE 700 HOUSTON, TX 77002 | | | Vice President - Controller | |

Signatures

Robert Barker 12/15/2015
 **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).
- (1) Each share of phantom stock is the economic equivalent of one share of GDP common stock.
- (2) On December 11, 2015, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.
- (3) On December 11, 2015, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.

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(4) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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