GOODRICH PETROLEUM CORP

Form 4/A

February 16, 2006

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * TURNHAM ROBERT C JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol GOODRICH PETROLEUM CORP [GDP]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

808 TRAVIS, SUITE 1320

02/09/2006

(Month/Day/Year)

President & COO

6. Individual or Joint/Group Filing(Check

Director

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/13/2006

Applicable Line)

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

(Instr. 4)

Person

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)

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

5. Amount of Securities Beneficially Owned

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

(A)

Following Reported 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.

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (Instr. 3, 4, at 5)	D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 23.39	02/09/2006(1)		A	125,000	(2)	12/05/2015	Common Stock	125,000
Phantom Stock	<u>(3)</u>	02/09/2006		A	3,276	<u>(4)</u>	<u>(4)</u>	Common Stock	3,276

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TURNHAM ROBERT C JR

808 TRAVIS SUITE 1320

HOUSTON, TX 77002

President & COO

Signatures

/s/Robert C. 02/16/2006 Turnham, Jr.

**Signature of Reporting Date
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).

The option grant was approved by the Compensation Committee of the Board of Directors of Goodrich Petroleum Corporation (the "Company") on December 6, 2005, subject to stockholder approval of the extension of the stock option plan under which the option was

- (1) granted. As of February 9, 2006, the Company's reporting persons collectively own more than 50% of the shares eligible to vote. Thus, stockholder approval is no longer contingent, although formal stockholder approval will not occur until the Company's annual meeting, expected to occur in May, 2006.
- (2) The option vests in five equal annual installments beginning on December 6, 2006.
- (**3**) 1-for-1

The phantom stock award was approved by the Compensation Committee of the Board of Directors of the Company on December 6, 2005, subject to stockholder approval of the extension of the stock option plan under which the award was granted. As of February 9, 2006, the Company's reporting persons collectively own more than 50% of the shares eligible to vote. Thus, stockholder approval is no

(4) longer contingent, although formal stockholder approval will not occur until the Company's annual meeting, expected to occur in May, 2006. The phantom stock vests in increments of one-third on the anniversary date of the grant for the next three years. As a result, the reporting person will receive 1,092 shares of common stock of the Company (or cash equal to the value of the common stock on the settlement date, in the sole discretion of the Company) on December 6, 2006, 2007 and 2008, provided the reporting person remains an employee of the Company on those dates.

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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