GOODRICH HENRY

Form 4

December 10, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GOODRICH HENRY			Symbol GOODRICH PETROLEUM CORP [GDP]					Issuer (Check all applicable)			
(Last) (First) (Middle) 333 TEXAS ST, SUITE 1350			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2007					_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street) ORT, LA 71101		4. If Ame	endment, Da nth/Day/Year		ıl		Applicable Line _X_ Form filed	or Joint/Group F) by One Reporting by More than One	; Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (E))	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/06/2007			M	1,166	A	<u>(1)</u>	36,610	D		
Common Stock	12/06/2007			M	1,167	A	<u>(2)</u>	37,777	D		
Common Stock								280,125	I	HGF Partnership	
Reminder: Rep	oort on a separate lin	ne for each c	elass of secu	rities benef	icially ow	ned di	rectly o	r indirectly.			

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

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number.

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	12/06/2007		M		1,166	12/06/2007	12/06/2007	Common Stock	1,166
Phantom Stock	<u>(2)</u>	12/06/2007		M		1,167	12/06/2007	12/06/2007	Common Stock	1,167

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Oth			

GOODRICH HENRY
333 TEXAS ST
SUITE 1350
SHREVEPORT, LA 71101

Signatures

/s/ Leslee M. Ranly, 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 was the economic equivalent of one share of GDP common stock. On December 6, 2007, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 6, 2004 for GDP common stock.
- (2) Each share of phantom stock was the economic equivalent of one share of GDP common stock. On December 6, 2007, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 6, 2005

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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