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POGO PRODUCING CO  
Form 8-K  
January 25, 2002

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

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): Not Applicable

Pogo Producing Company  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-7792  
(Commission File Number)

74-1659398  
(I.R.S. Employer)

5 Greenway Plaza, P.O. Box 2504  
Houston, Texas  
(Address of Principal Executive Offices)

77046-2504  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 297-5000

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events

Pursuant to Article 1, Sections 9, 10 and 11 of the Amended and Restated Bylaws of Pogo Producing Company, a Delaware corporation (the "Company"), notice is hereby given that the 2002 annual meeting of stockholders of the Company will be held on Tuesday, April 23, 2002 at the Century Room, Renaissance Houston Hotel, Six Greenway Plaza, Houston, Texas at 10:00 a.m., Houston time.

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Signatures

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

/s/ GERALD A. MORTON

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Gerald A. Morton,  
Vice President-Law,  
Chief Regulatory Officer and  
Corporate Secretary

Date: January 25, 2002

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