

GOODRICH PETROLEUM CORP  
 Form 4  
 December 11, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Killelea Michael J

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)  
 C/O GOODRICH PETROLEUM CORPORATION, 801 LOUISIANA, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)  
 12/09/2013

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 SVP, Gen. Counsel, Corp. Sec'y

(Street)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/09/2013		M		7,803 A \$ 70,908	D	
Common Stock	12/10/2012		S		3,466 (5) D \$ 17.689	D	
Common Stock	12/11/2013		M		17,439 A \$ 84,881	D	

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (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)

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)
Phantom Stock	<u>(1)</u>	12/09/2013		M	7,803 <u>(2)</u>	12/09/2013 12/09/2013	Common Stock 7,803
Phantom Stock	<u>(1)</u>	12/11/2013		M	17,439 <u>(3)</u>	12/11/2013 12/11/2013	Common Stock 17,439
Phantom Stock	<u>(1)</u>	12/10/2013		A	20,819	<u>(4)</u> <u>(4)</u>	Common Stock 20,819

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Killelea Michael J C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002			SVP, Gen. Counsel, Corp. Sec'y	

## Signatures

Michael J.  
Killelea 12/11/2013

\*\*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 9, 2012, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2010.
- (3) On December 11, 2013, the reported person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.

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The phantom stock vests in increments of one-third beginning December 11, 2014 for each of the next three years. Thus the reporting person will receive 6,940 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 11, 2015 and 2016, and 6,939 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 December 11, 2017 as long as the reporting person remains affiliated with the company.

- (5) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 9 detailed in Table II.

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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