

GOODRICH PETROLEUM CORP
 Form 4
 December 18, 2015

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 *
 TURNHAM ROBERT C JR

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/16/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & COO

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

(Street)

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

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 (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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 552,203 | D | |
| Common Stock | | | | | 29,950 | I | Through Spouse |
| 10.00% Series C Cumulative Preferred Stock ⁽⁶⁾ | 12/16/2015 | | S | 4,000 | D | ② | 0 |

9.75% Series

D
 Cumulative 12/16/2015 S 4,000 D (3) 0 D
 Preferred
 Stock ⁽⁷⁾

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| 5.375% Series B Cumulative Convertible Preferred Stock | (8) | 12/16/2015 | | S | | 3,000 | | (8) | (8) | Common Stock | 4,784 |
| 10.00% Series E Cumulative Convertible Preferred Stock ⁽⁵⁾ | (4) | 12/16/2015 | | P | | 11,600 | | (4) | (4) | Common Stock | 58,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| TURNHAM ROBERT C JR C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002 | X | | President & COO | |

Signatures

Robert C.
Turnham, Jr.

12/18/2015

 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) The reporting person disposed of 3,000 shares of 5.375% Series B Cumulative Convertible Preferred Stock in exchange for 3,600 depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock (the "Series E Preferred Stock").

(2) The reporting person disposed of 4,000 depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock in exchange for 4,000 depositary shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.

(3) The reporting person disposed of 4,000 depositary shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock in exchange for 4,000 depositary shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.

(4) The Series E Preferred Stock has no expiration date and is convertible at any time, at the holder's election, into Goodrich Petroleum Corporation common stock at a rate of 5.0 shares of common stock per depositary share of Series E Preferred Stock.

(5) Depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock.

(6) Depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series C Cumulative Preferred Stock.

(7) Depositary shares each representing a 1/1000th ownership interest in a share of 9.75% Series D Cumulative Preferred Stock.

(8) The Series B Preferred Stock has no expiration date and is convertible at any time, at the holder's election, into Goodrich Petroleum Corporation common stock at a rate of 1.5946 shares of common stock per share of Series B 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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