#### Edgar Filing: POGO PRODUCING CO - Form 4

POGO PROD	UCING CO								
Form 4									
July 12, 2005									
FORM	4 UNITED	статес	SECUDI	TIES AN	JD FYC	HANCE	OMMISSION		PPROVAL
Check this		SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549				OMB Number:	3235-0287		
if no longe subject to Section 16	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 200 Estimated average burden hours per			
Form 4 or Form 5 obligations may contir <i>See</i> Instruct 1(b).	s Section 17(a	a) of the	Public Uti	lity Holdi	ng Com	-	e Act of 1934, f 1935 or Sectio 40	response	•
(Print or Type Re	esponses)								
1. Name and Address of Reporting Person <u>*</u> BEATHARD DAVID R			2. Issuer Name <b>and</b> Ticker or Trading Symbol POGO PRODUCING CO [PPP]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	(liddle)		Earliest Trai			(Chec	k all applicable	e)
5 GREENWAY PLAZA, SUITE 2700			(Month/Day/Year) 07/12/2005			Director 10% Owner X Officer (give title Other (specify below) below)			
HOUSTON,	(Street) TX 77046		4. If Amene Filed(Month	dment, Date n/Day/Year)	original		6. Individual or Jo Applicable Line) _X_ Form filed by M Person	One Reporting Pe	ng(Check erson
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurities Acq	uired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Executi any	emed ion Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Pogo Producing Company Common Stock				Code V	Amount	(D) Price	(Instr. 3 and 4) 468 ( <u>1</u> )	I	401(k)
Pogo Producing Company Common Stock							25,351	D	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Number	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				coue v	(II) $(D)$				mares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEATHARD DAVID R 5 GREENWAY PLAZA, SUITE 2700 HOUSTON, TX 77046			Sr VP - Engineering				
Signatures							

David R. Beathard

07/12/2005

Date

\*\*Signature of

### **Reporting 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).
- Between April 1, 2005 and June 30, 2005, the reporting person acquired 94 share of Pogo common stock under Pogo Producing Company (1) Tax-Advantaged Savings Plan (401(k)) at prices ranging from \$45.60 to \$53.30 per share. This information is based on a plan statement received by the reporting person on July 12, 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.