## Edgar Filing: POGO PRODUCING CO - Form 4

POGO PROD	UCING CO										
Form 4											
June 02, 2006	•										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISS								OMB APPROVAL			
	- UNITED	SIAIE	ES SECURITIES AND EXCHANGE COMMISSION						OMB Number:	3235-0287	
Check this box			Washington, D.C. 20549							January 31,	
if no longe	F CHANGES IN BENEFICIAL OWNERSHIP OF						Expires:	Expires: 2005 Estimated average burden hours per			
subject to Section 16		SECURITIES									
Form 4 or							response 0.5				
Form 5	1  from pursually to Section 10(a) of the Securities Exchange Act of 1754.										
obligation may contin				•	· ·			f 1935 or Sectio	n		
See Instruc		30(h)	of the Inv	estment C	Company	Act	of 194	40			
1(b).											
(Print or Type Ro	(accorded)										
(I fint of Type R	esponses)										
1. Name and Ad	ldress of Reporting	Person <sup>*</sup>	2 Issuer 1	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
Groat Charles G			Symbol				>	Issuer			
	POGO PRODUCING CO [PPP]					(Charle all and is the)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Cl					(Chec	eck all applicable)		
()	(Month/Day/Year)					_X_ Director 10% Owner					
5 GREENWAY PLAZA, SUITE			06/01/2006					Officer (give title Other (specify below)			
2700								below)	below)		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)					Applicable Line)					
								_X_ Form filed by 0 Form filed by N			
HOUSTON,	TX 77046							Person		porting	
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction D	ate 2A De		3.	4. Securi			5. Amount of	6. Ownership	-	
Security	(Month/Day/Yea		ion Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct		
(Instr. 3)		any	(Dars/Waas)	Code	Disposed of (D) (Instr. 3, 4 and 5)			Owned	(D) or Indirect (I) (Instr. 4)	Beneficial	
		(Monti	n/Day/Year)	(Instr. 8)						Ownership (Instr. 4)	
						(A)		Reported			
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Pogo											
Producing	0(101/000)				1,500		¢ 0	1 500	D		
Company Common	06/01/2006			А	(1)	А	\$0	1,500	D		
Stock											
DIOCK											

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 required to respond unless the form displays a currently valid OMB control number.

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 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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Groat Charles G 5 GREENWAY PLAZA HOUSTON, TX 77046	, SUITE 2700	Х						
Signatures								
Charles G. Groat	06/02/2006							
<u>**</u> 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) Represents a grant of Restricted Stock pursuant to the Company's 2004 Incentive Plan.

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.