GOODRICH PETROLEUM CORP
Form 4
December 15, 2014

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNHAM ROBERT C JR

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GOODRICH PETROLEUM CORP [GDP]

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	12/11/2014		M		36,780	A	(1)	448,043	D	
Common Stock	12/11/2014		M		14,411	A	(1)	462,454	D	
Common Stock	12/11/2014		M		21,616	A	(1)	484,070	D	
Common Stock	12/12/2014		S		20,974 (4)	D	$ 4.0757	463,096	D	
								29,950	I	

Common Stock				Through Spouse
Depositary Shares (5)		4,000	D	
Depositary Shares (6)		4,000	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Phantom Stock	(1)	12/11/2014		M			36,780 (2)	12/11/2014	12/11/2014	Common Stock	36,78
Phantom Stock	(1)	12/11/2014		M			14,411 (3)	12/11/2014	12/11/2014	Common Stock	14,41
Phantom Stock	(1)	12/11/2014		M			21,616 (3)	12/11/2014	12/11/2014	Common Stock	21,61
5.375% Series B Convertible Preferred Stock	(7)							(7)	(7)	Common Stock	4,78

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	X		President & COO	

HOUSTON, TX 77002

Signatures

Robert C. Turnham, Jr.	12/15/2014
**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 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.

(3) On December 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.

(4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2014 detailed in Table II.

(5) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.

(6) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

(7) The Series B Convertible Preferred Stock has no expiration date and is convertible at any time into common stock at a rate of 1.5946 per share.

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.