

GOODRICH PETROLEUM CORP

Form 4/A

October 31, 2016

FORM 4

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

OMB APPROVAL

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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
[NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2016

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/14/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock <u>(1)</u> | 10/12/2016 | | A | | 39,827 | A | \$ 0 | 39,827 | D |
| Common Stock <u>(2)</u> | 10/12/2016 | | A | | 23,896 | A | \$ 0 | 63,723 | D |
| Common Stock <u>(3)</u> | 10/12/2016 | | A | | 9,511 | A | \$ 0 | 73,264 | D |
| Common Stock <u>(4)</u> | 10/12/2016 | | A | | 14,266 | A | \$ 0 | 87,500 | D |

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These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest upon the exercise of the UCC warrants outstanding as of the Effective Date (the exercisability of which is contingent upon the Company's achievement of market capitalization of \$230,000,000).

- (4) These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest when the notes held by the secondary lienholders to the Company outstanding as of the Effective Date have been exchanged for equity.

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.