Edgar Filing: GOODRICH HENRY - Form 4

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Form 4												
December 06	5, 2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								APPROVAL 3235-0287				
Check thi	s box	Washington, D.C. 20549										
if no long subject to Section 10 Form 4 or	6.	STATEMENT OF CHAN							Estimate burden h response			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Se Section 17(a) of the Public Utility Holding 30(h) of the Investment Cor					ling Con	ing Company Act of 1935 or Section						
(Print or Type R	Responses)											
GOODRICH HENRY Symb			Symbol	2. Issuer Name and Ticker or Trading ymbol GOODRICH PETROLEUM CORP				5. Relationship of Reporting Person(s) to Issuer				
	[GDP]					(Check all applicable)						
(Mon			(Month/D	Date of Earliest Transaction Month/Day/Year) 2/02/2010				_X_ Director10% Owner Officer (give titleOther (specify below)below)				
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SHREVEPC	ORT, LA 71101							Form filed by Person	More than One	Reporting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			SecuritiesOBeneficiallyFOwned(I)FollowingII	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	12/02/2010			М	834	Α	<u>(1)</u>	10,834	D			
Common Stock								105,125	Ι	HGF Partnership		

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

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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. Number on 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)		8. F Dei Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/02/2010		М	834	12/02/2010	12/02/2010	Common Stock	834	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GOODRICH HENRY 333 TEXAS ST. SUITE 1350 SHREVEPORT, LA 71101	Х							
Signatures								
Michael J. Killelea, attorney-in-fact		12/06/2010						
**Signature of Reporting Person		Date						
Evalenation of De								

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. On December 2, 2010, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 2, 2009.

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.