

Schott Jan L
 Form 4
 December 13, 2010

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 *
 Schott Jan L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 801 LOUISIANA, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Financial Officer

HOUSTON, TX 77002
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	12/09/2010		M	1,988	A	11	6,748	D	
Common Stock	12/09/2010		F	526	D	\$	15.84	6,222	D

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. 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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/09/2010		M			1,988	12/09/2010 12/09/2010	Common Stock 1,988
Phantom Stock	<u>(2)</u>	12/09/2010		A			22,727	<u>(3)</u> <u>(3)</u>	Common Stock 22,727

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schott Jan L 801 LOUISIANA SUITE 700 HOUSTON, TX 77002			SVP & Chief Financial Officer	

Signatures

Jan L. Schott 12/13/2010

**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. On December 9, 2010, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2008.
- (2) Each share of phantom stock is the economic equivalent of one share of GDP common stock.
- The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. Thus the reporting person will receive 7,576 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement dates, in the sole discretion of the issuer) on each of December 9, 2011, and 2012; and 7,575 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement dates, in the sole discretion of the issuer) on December 9, 2013, as long as the reporting person remains affiliated with the company.
- (3)

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.