### Edgar Filing: Schott Jan L - Form 4

Schott Jan L Form 4											
December 04	, 2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								ОМВ	3235-028		
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL 						xchang Act of	WNERSHIP OF WNERSHIP OF ange Act of 1934, t of 1935 or Section				
(Print or Type R	esponses)										
1. Name and Address of Reporting Person $^{*}$ Schott Jan L			2. Issuer Name <b>and</b> Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer			
	GOODRICH PETROLEUM CORP [GDP]					(Check all applicable)					
			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>12/02/2012</li></ul>					Director10% Owner XOfficer (give titleOther (specify below)below) SVP & Chief Financial Officer			
				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77002							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/02/2012			М	3,198	Α	<u>(1)</u>	20,653	D		
Common Stock	12/02/2012			F	846	D	\$ 9.01	19,807	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)	4. Transactic Code (Instr. 8)	5. Number on f 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 I S (
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/02/2012	М	3,198	12/02/2012	12/02/2012	Common Stock	3,198	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1	Director	10% Owner	Officer	Other			
Schott Jan L 801 LOUISIANA SUITE 700 HOUSTON, TX 77002			SVP & Chief Financial Officer				
Signatures							
Jan L. Schott 12	2/03/2012						
<u>**</u> Signature of	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 2, 2012, 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.

Reporting Person