

GOODRICH PETROLEUM CORP

Form 4

December 18, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

**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 \*  
**GOODRICH WALTER G**

(Last) (First) (Middle)

**C/O GOODRICH PETROLEUM  
CO, 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)

12/16/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					352,043	D	
Common Stock					100,000	I	through Spouse
Common Stock					381,409	I	Goodrich Energy Inc.
Common Stock					57,125	I	HGF Partnership
10.00% Series C	12/16/2015		S	4,000	D	2 0	D

Cumulataive  
Preferred  
Stock (4)

9.75% Series  
D Cumulative  
Preferred  
Stock (5)

12/16/2015

S 4,000 D (3) 0 D

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
10.00% Series E Cumulataive Convertible Preferred Stock <u>(1)</u>	<u>(6)</u>	12/16/2015		P	8,000	<u>(6)</u> <u>(6)</u>	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH WALTER G C/O GOODRICH PETROLEUM CO 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002	X		Chairman and CEO	

## Signatures

Walter G.  
Goodrich

12/18/2015

          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) Depository shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock (the "Series E Preferred Stock").  
  
The reporting person disposed of 4,000 depository shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock in exchange for 4,000 depository shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.
- (2) The reporting person disposed of 4,000 depository shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock in exchange for 4,000 depository shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.
- (3) Depository shares each representing a 1/1000th ownership interest in a share of 10.00% Series C Cumulative Preferred Stock.
- (4) Depository shares each representing a 1/1000th ownership interest in a share of 9.75% Series D Cumulative Preferred Stock.
- (5) The Series E Preferred Stock has no expiration date and is convertible at any time, at the holder's election, into Goodrich Petroleum Corporation common stock at a rate of 5.0 shares of common stock per depository share of Series E Preferred Stock.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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