Schott Jan L Form 4 December 13, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Schott Jan L

(First)

2. Issuer Name and Ticker or Trading Symbol

GOODRICH PETROLEUM CORP [GDP]

3. Date of Earliest Transaction

(Month/Day/Year) 12/11/2012

3.

801 LOUISIANA, SUITE 700

(Middle)

(Street)

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

HOUSTON, TX 77002

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

Transaction(s) (Instr. 3 and 4)

Director

Applicable Line)

X\_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

(A)

Code V Amount (D) Price

4. Securities

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

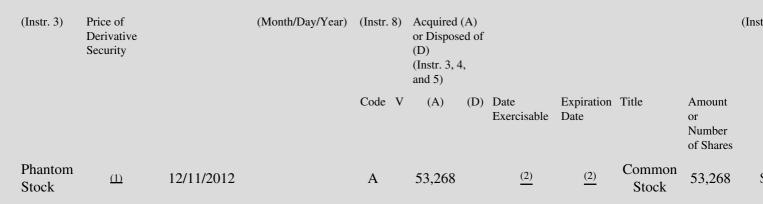
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#### Edgar Filing: Schott Jan L - Form 4



#### **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 12/13/2012

\*\*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
- 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 17,756 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 11, 2013, 2014 and 2015, as long as the reporting person remains affiliated with the company.

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.

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