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Schott Jan L											
Form 4 December 11	2012										
FORM	Л									PPROVAL	
CONIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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).							rs per				
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> 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			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2012					Director 10% Owner X Officer (give title Other (specify below) below) SVP & Chief Financial Officer			
	4. If Amendment, Date Original Filed(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	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		on Date, if	3. Transactic Code (Instr. 8)	on(A) or D (D)	ispose	d of	SecuritiesIBeneficially0OwnedIFollowing0ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	12/09/2012			М	7,576	А	<u>(1)</u>	27,383	D		
Common Stock	12/09/2012			F	2,004	D	\$ 8.44	25,379	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. Transactiv 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 8 Underlying Securities (Instr. 3 and 4) 5	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/09/2012	М	7,576	12/09/2012	12/09/2012	Common Stock	7,576

Reporting Owners

Reporting Owner Name / Address	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	/11/2012					
<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 9, 2012, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 9, 2010.

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