Schott Jan L Form 4 December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 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)

808 TRAVIS, SUITE 1320 12/09/2008

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

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

5. Relationship of Reporting Person(s) to

Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Execution Date, if (Month/Day/Year)

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

Owned

5. Amount of Securities Beneficially Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise

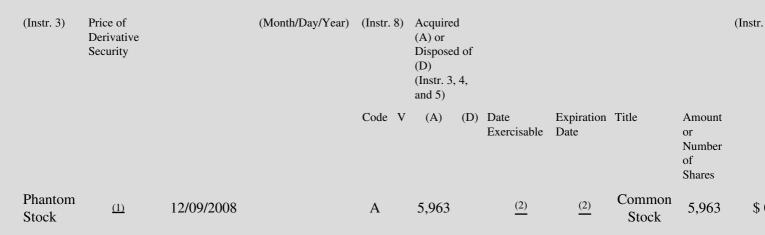
any

5. Number 4. Transaction of Derivative Expiration Date Code Securities

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

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schott Jan L 808 TRAVIS SUITE 1320 HOUSTON, TX 77002

Vice President & Controller

Signatures

/s/ Jan L. Schott 12/11/2008

**Signature of Pate 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 three years following the grant. Thus, the reporting person will receive 1,988 shares of common stock of the issuer (or cash equal to the value of common stock on the settlement
- (2) date, in the sole discretion of the Company) on each of December 9, 2009 and 2010; and 1,987 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, in the sole discretion of the Company) on December 9, 2011, provided the reporting person remains an employee of the issuer on those dates.

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 Owners 2