

GOODRICH PETROLEUM CORP

Form 4/A

October 31, 2016

**FORM 4****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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TURNHAM ROBERT C JR

2. Issuer Name and Ticker or Trading  
Symbol  
GOODRICH PETROLEUM CORP  
[NONE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/12/2016

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

C/O GOODRICH PETROLEUM  
CORPORATION, 801 LOUISIANA,  
SUITE 700

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
10/14/2016

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

HOUSTON, TX 77002

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	10/12/2016		A		170,686	A	\$ 0	170,686	D	
Common Stock <sup>(2)</sup>	10/12/2016		A		102,412	A	\$ 0	273,098	D	
Common Stock <sup>(3)</sup>	10/12/2016		A		40,760	A	\$ 0	313,858	D	
Common Stock <sup>(4)</sup>	10/12/2016		A		61,142	A	\$ 0	375,000	D	

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNHAM ROBERT C JR C/O GOODRICH PETROLEUM CORPORATION 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002	X		President & COO	

## Signatures

Robert C.  
Turnham, Jr. 10/31/2016

\_\_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) Common stock awarded pursuant to the Goodrich Management Incentive Plan as outlined in the First Amended Joint Plan of Reorganization of Goodrich Petroleum Corporation, and Affiliated Debtor (the "Plan").

- (2) These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock units are scheduled to vest in one-third increments on each of anniversary dates for the next three years. One-third of the shares will be delivered to the reporting person within 30 days of each vesting date, as long as the reporting person remains affiliated with the company on the vesting date.

(3)

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These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest upon the exercise of the UCC warrants outstanding as of the Effective Date (the exercisability of which is contingent upon the Company's achievement of market capitalization of \$230,000,000).

- (4) These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest when the notes held by the secondary lienholders to the Company outstanding as of the Effective Date have been exchanged for equity.

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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