

GOODRICH PETROLEUM CORP  
 Form 5  
 February 12, 2015

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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. 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/30/2014

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)  
 Vice Chairman and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price  |  |   |
| Common Stock                    | 12/30/2014                           | ^  | G4                             | 5,500 D   | \$ 4.62  | D  | ^   |
| Common Stock                    | 12/30/2014                           | ^  | G4                             | 5,500 D   | \$ 4.62  | D  | ^   |
| Common Stock                    | 12/30/2014                           | ^  | G4                             | 5,500 D   | \$ 4.62  | D  | ^   |
|                                 | 12/30/2014                           | ^  | G4                             | 5,500 D   |  | D  | ^   |

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|                                  |   |  |   |   |   |   |    |         |   |      |  |                              |
|----------------------------------|---|--|---|---|---|---|----|---------|---|------|--|------------------------------|
| Common Stock                     |   |  |   |   |   |   | \$ |         |   | 4.62 |  |                              |
| Common Stock                     | ^ |  | ^ | ^ | ^ | ^ | ^  | 100,000 | I |      |  | through Spouse               |
| Common Stock                     | ^ |  | ^ | ^ | ^ | ^ | ^  | 381,409 | I |      |  | through Goodrich Energy Inc. |
| Common Stock                     | ^ |  | ^ | ^ | ^ | ^ | ^  | 57,125  | I |      |  | through HGF Partnership      |
| Depository Shares <sup>(1)</sup> | ^ |  | ^ | ^ | ^ | ^ | ^  | 4,000   | D |      |  | ^                            |
| Depository Shares <sup>(2)</sup> | ^ |  | ^ | ^ | ^ | ^ | ^  | 4,000   | D |      |  | ^                            |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 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. of                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

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

## Signatures

Walter G.  
Goodrich

02/09/2015

\_\_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) Depositary shares each representing a 1/100th interest in a share of 10.00% Series C Cumulative Preferred Stock.
  - (2) Depositary shares each representing a 1/100th interest in a share of 9.75% Series D Cumulative Preferred Stock.

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