

GOODRICH PETROLEUM CORP  
Form 4  
March 11, 2016

**FORM 4** 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).

**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

(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 [GDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

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

(Street)  
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) |   |                |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|----------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |   |                |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |   |                |
| Common Stock                    | 03/10/2016                           |                                                    | M                              |                                                                   | 10,556                                                                                        | A                                                        | Ⓣ 562,759                         | D |                |
| Common Stock                    | 03/10/2016                           |                                                    | F                              |                                                                   | 3,446                                                                                         | D                                                        | \$ 0.08                           | D |                |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 29,950                            | I | Through Spouse |

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

SEC 1474 (9-02)

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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) |              |                            |
|------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Phantom Stock                                              | (1)                                                    | 03/10/2016                           |                                                    | M                              | 10,556<br>(2)                                                                           | 03/10/2016                                               | 03/10/2016                                                    | Common Stock | 10,556                     |
| 10.00% Series E Cumulative Convertible Preferred Stock (3) | (4)                                                    |                                      |                                                    |                                |                                                                                         | (4)                                                      | (4)                                                           | Common Stock | 58,000                     |

## Reporting Owners

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

## Signatures

Robert C. Turnham, Jr. 03/11/2016

\*\*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) Each share of phantom stock is the economic equivalent of one share of GDP common stock.
- (2) On March 10, 2016, the reporting person settled one-third of the shares of phantom stock that were granted to him on March 10, 2015.
- (3) Depositary shares each representing a 1/1000th interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock.

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- (4) The Series E Preferred Stock has no expiration date and is convertible at any time, at the holder's election, into Goodrich Petroleum Corporation common stock at a rate of 5.0 shares of common stock per depositary shares of Series E Preferred Stock.

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.