

GOODRICH PETROLEUM CORP

Form 4

December 18, 2015

**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  
[GDP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2015

☒ 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)

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. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					552,203	D	
Common Stock					29,950	I	Through Spouse
10.00% Series C Cumulative Preferred Stock <sup>(6)</sup>	12/16/2015		S	4,000	D	<u>2</u>	0

9.75% Series

D  
Cumulative 12/16/2015 S 4,000 D (3) 0 D  
Preferred  
Stock (7)

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.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
5.375% Series B Cumulative Convertible Preferred Stock	(8)	12/16/2015		S		3,000		(8)	(8)	Common Stock	4,784
10.00% Series E Cumulative Convertible Preferred Stock (5)	(4)	12/16/2015		P		11,600		(4)	(4)	Common Stock	58,000

## 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.

12/18/2015

\_\_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).
  - The reporting person disposed of 3,000 shares of 5.375% Series B Cumulative Convertible Preferred Stock in exchange for 3,600 depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock (the "Series E Preferred Stock").
  - The reporting person disposed of 4,000 depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock in exchange for 4,000 depositary shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.
  - The reporting person disposed of 4,000 depositary shares each representing a 1/1000th interest in a share of 9.75% Series D Cumulative Preferred Stock in exchange for 4,000 depositary shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.
  - (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 share of Series E Preferred Stock.
  - (5) Depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock.
  - (6) Depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series C Cumulative Preferred Stock.
  - (7) Depositary shares each representing a 1/1000th ownership interest in a share of 9.75% Series D Cumulative Preferred Stock.
  - (8) The Series B 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 1.5946 shares of common stock per share of Series B 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.