

POGO PRODUCING CO  
Form 8-K  
March 24, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 23, 2005**

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**POGO PRODUCING COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-7792**  
(Commission File Number)

**74-1659398**  
(IRS Employer  
Identification No.)

**5 Greenway Plaza, Suite 2700**  
**Houston, Texas 77046-0504**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(713) 297-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- // Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - // Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - // Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - // Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On March 23, 2005, Pogo Producing Company (the "Company") issued a press release announcing that it has priced its private offering of \$300 million of Senior Subordinated Notes due 2015. The notes will bear interest at a rate of 6.625% per annum. The Company expects to close the offering March 29, 2005, subject to customary closing conditions. A copy of this press release is included herein as Exhibit 99.1 and incorporated in this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits**

(c)  
Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 23, 2005.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POGO PRODUCING COMPANY

Date: March 23, 2005

By: */s/ James P. Ulm, II*

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*Name: James P. Ulm, II*

*Title: Senior Vice President and Chief Financial Officer*

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SIGNATURE