

GOODRICH PETROLEUM CORP  
Form 4  
December 18, 2015

**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 \*  
WASHINGTON GENE

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)

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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock  |                                      |  |                                |   | 75,511  | D  |   |
| 10.00% Series C Cumulative Preferred Stock <sup>(1)</sup> | 12/16/2015                           |  | S                              | 1,450 D   | 0   | D  |   |

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

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(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     | (3)  | 12/16/2015                           |  | S                              | 1,000   | (3) (3)  | Common Stock 1,594  |
| 10.00% Series E Cumulative Convertible Preferred Stock (5) | (6)  | 12/16/2015                           |  | P                              | 2,650   | (6) (6)  | Common Stock 13,250   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WASHINGTON GENE<br>C/O GOODRICH PETROLEUM CORPORATION<br>801 LOUISIANA, SUITE 700<br>HOUSTON, TX 77002 | X             |           |         |       |

## Signatures

Michael J. Killelea  
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).

(1) Depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative Preferred Stock.

The reporting person disposed of 1,450 depositary shares each representing a 1/1000th interest in a share of 10.00% Series C Cumulative

(2) Preferred Stock in exchange for 1,450 depositary shares each representing a 1/1000th ownership interest in a share of Series E Preferred Stock.

(3) 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.

The reporting person disposed of 1,000 shares of 5.375% Series B Cumulative Convertible Preferred Stock in exchange for 1,200

(4) 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").

(5) Depositary shares each representing a 1/1000th ownership interest in a share of 10.00% Series E Cumulative Convertible Preferred Stock.

(6) 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.

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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