#### GOODRICH PETROLEUM CORP

Form 4

December 14, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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 \*

Davis James B

(Last)

1.Title of

Security

(Instr. 3)

1(b).

2. Issuer Name and Ticker or Trading

Symbol

GOODRICH PETROLEUM CORP [GDP]

(First) (Middle) 3. Date of Earliest Transaction

2. Transaction Date 2A. Deemed

(Month/Day/Year) 12/12/2006

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Estimated average

burden hours per

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

below)

Sr. VP Eng & Ops

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

Issuer

HOUSTON, TX 77002

808 TRAVIS, SUITE 1320

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities Execution Date, if

Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

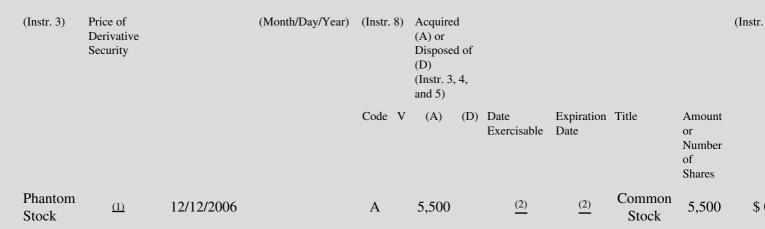
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Davis James B 808 TRAVIS SUITE 1320

Sr. VP Eng & Ops

HOUSTON, TX 77002

# **Signatures**

/s/ James B.
Davis
12/14/2006

\*\*Signature of Date
Reporting Person

# **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.
  - The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. Thus, the reporting person will receive 1,834 shares of common stock of the issuer (or cash equal to the value of the common stock on the
- (2) settlement date, in the sole discretion of the Company) on December 12, 2007 and 1,833 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, in the sole discretion of the company) on December 12, 2008 and 2009, provided the reporting person remains an employee of the issuer on those dates.

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.

Reporting Owners 2