

GOODRICH PETROLEUM CORP
 Form 4/A
 October 31, 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 *
GOODRICH WALTER G

2. Issuer Name and Ticker or Trading Symbol
**GOODRICH PETROLEUM CORP
 [NONE]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**C/O GOODRICH PETROLEUM
 CO, 801 LOUISIANA, SUITE 700**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
10/12/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)
10/14/2016

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

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock <u>(1)</u>	10/12/2016		A			170,686	A	\$ 0	170,686	D	
Common Stock <u>(2)</u>	10/12/2016		A			102,412	A	\$ 0	273,098	D	
Common Stock <u>(3)</u>	10/12/2016		A			40,760	A	\$ 0	313,858	D	
Common Stock <u>(4)</u>	10/12/2016		A			61,142	A	\$ 0	375,000	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH WALTER G C/O GOODRICH PETROLEUM CO 801 LOUISIANA, SUITE 700 HOUSTON, TX 77002	X		Chairman and CEO	

Signatures

Walter G. Goodrich 10/31/2016

**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) Common stock awarded pursuant to the Goodrich Management Incentive Plan as outlined in the First Amended Joint Plan of Reorganization of Goodrich Petroleum Corporation, and Affiliated Debtor (the "Plan").
These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock units are scheduled to vest in one-third increments on each of anniversary dates for the next three years. One-third of the shares will be delivered to the reporting person within 30 days of each vesting date, as long as the reporting person remains affiliated with the company on the vesting date.
- (3) These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest upon the exercise of the UCC warrants outstanding as of the Effective Date (the exercisability of which is contingent upon

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the Company's achievement of market capitalization of \$230,000,000).

- (4) These restricted stock units were granted pursuant to the Goodrich Management Incentive Plan as outlined in the Plan. The restricted stock will vest when the notes held by the secondary lienholders to the Company outstanding as of the Effective Date have been exchanged for equity.

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.