

GOODRICH PETROLEUM CORP
 Form 4
 December 15, 2014

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 *
 Killelea Michael J

2. Issuer Name and Ticker or Trading Symbol
 GOODRICH PETROLEUM CORP
 [GDP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Gen. Counsel, Corp. Sec'y

(Last) (First) (Middle)
 C/O GOODRICH PETROLEUM CORPORATION, 801 LOUISIANA, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2014

(Street)
 HOUSTON, TX 77002

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

(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	12/11/2014		M		17,439	A	11
Common Stock	12/11/2014		M		6,940	A	11
Common Stock	12/11/2014		M		7,338	A	11
Common Stock	12/12/2014		S		9,141	D	\$ 4.0757

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On December 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 11, 2012.

- (3) On December 11, 2014, the reporting person settled one-third of the shares of phantom stock that were granted to him on December 10, 2013.
- (4) Shares sold to cover federal tax obligations associated with the phantom stock vesting on December 11, 2014 detailed in Table II.

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.