

POGO PRODUCING CO LLC
Form 15-12B
December 07, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-07792

POGO PRODUCING COMPANY LLC

(Exact name of registrant as specified in its charter)

700 Milam, Suite 3100

Houston, Texas 77002

(713) 579-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$1.00 par value per share

Series A Junior Participating Preferred Stock Purchase Rights

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(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	x	Rule 12h-3(b)(1)(i)	x
Rule 12g-4(a)(1)(ii)	..	Rule 12h-3(b)(1)(ii)	..
Rule 12g-4(a)(2)(i)	..	Rule 12h-3(b)(2)(i)	..
Rule 12g-4(a)(2)(ii)	..	Rule 12h-3(b)(2)(ii)	..
		Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: One

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Pogo Producing Company LLC has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **December 6, 2007**

By: /s/ JOHN F. WOMBWELL
Name: John F. Wombwell
Title: Vice President and Secretary