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POGO PRODUCING CO
Form 8-K
October 24, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): OCTOBER 24, 2001

POGO PRODUCING COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-7792
(Commission File Number)

74-16
(IRS E
Identific

5 GREENWAY PLAZA, SUITE 2700
HOUSTON, TEXAS 77046-0504
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (713) 297-5000

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ITEM 5. OTHER EVENTS.

Pogo Producing Company is filing as an exhibit to this current report on Form 8-K the Unaudited Pro Forma Condensed Consolidated Statement of Income for the Nine Months Ended September 30, 2001 and related notes, giving effect to the merger of NORIC Corporation, the parent of North Central Oil Corporation, with and into Pogo Producing Company. See Exhibit 99.1 incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

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EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Unaudited Pro Forma Condensed Consolidated Statement of Income for the Nine Months Ended September 30, 2001 and related notes, giving effect to the merger of NORIC Corporation, the parent of North Central Oil Corporation, with and into Pogo Producing Company.

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POGO PRODUCING COMPANY

Date: October __, 2001

By: /s/ THOMAS E. HART

Thomas E. Hart
Vice President
and Chief Accounting Officer

EXHIBIT INDEX

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