GOODRICH HENRY
Form 5
January 17, 2006

FORM 5

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GOODRICH HENRY

(Last) (First) (Middle)

333 TEXAS ST,Â SUITE 1350

(Street)

SHREVEPORT,Â LAÂ 71101

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Reporting

(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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/18/2004	Â	A4	6,667	A	$ 7.68	6,667	D	Â
Common Stock	02/04/2005	Â	A4	3,334	A	$ 18.85	3,334	D	Â
Common Stock	02/18/2005	Â	A4	6,667	A	$ 24.35	6,667	D	Â
Common Stock	02/06/2005	Â	A4	1,167	A	$ 23.39	1,167	D	Â

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	02/18/2003	Â	A4	20,000	Â	Â (2)	Â (2)	Common Stock	20,000
Phantom Stock	Â	02/04/2004	Â	A4	10,000	Â	Â (3)	Â (3)	Common Stock	10,000
Phantom Stock	Â	12/06/2004	Â	A4	3,500	Â	Â (4)	Â (4)	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH HENRY 333 TEXAS ST SUITE 1350 SHREVEPORT,Â LAÂ 71101	Â X	Â	Â	Â

Signatures

/s/Henry Goodrich	01/17/2006
**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) 1 for 1

(2) The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, two-thirds of the grant (13,334 shares) had vested and is included in Table I and on February 18, 2006 the reporting person will receive 6,666 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company), provided the reporting person remains an employee of the issuer on that date.

(3) The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, one-third of the grant (3,334 shares) had vested and is included in Table I and on February 4, 2006 and 2007, the reporting person will receive 3,333 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company) provided the reporting person remains an employee of the issuer on those dates.

(4) The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, one-third of the grant (1,167 shares) had vested and is included in Table I and on December 6, 2006 and 2007, the reporting person will receive 1,167 and 1,166 shares, respectively, of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company), 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 provided is insufficient, *see* Instruction 6 for procedure.

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