

GOODRICH PETROLEUM CORP
Form SC 13G/A
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No.9) (1)

Under the Securities Exchange Act of 1934

Goodrich Petroleum Corporation

(Name of Issuer)

Common Stock, par value \$0.20 per share

(Title of Class of Securities)

382410 40 5

(CUSIP Number)

February 11, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Walter G. Goodrich

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
(a) United States

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 5. | SOLE VOTING POWER |
| SHARES | | 859,004 |
| <hr/> | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER |
| OWNED BY | | 480,125 |
| <hr/> | | |
| EACH | 7. | SOLE DISPOSITIVE POWER |
| REPORTING | | 859,004 |
| <hr/> | | |
| PERSON | 8. | SHARED DISPOSITIVE POWER |
| WITH | | 480,125 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,339,129

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.48%

12. TYPE OF REPORTING PERSON*

IN

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*Includes the following securities held by Walter G. Goodrich on his own behalf: (a) 450,928 shares of common stock, (b) 1,667 shares of common stock issuable upon conversion of 4,000 shares of Series A preferred stock, and (c) currently vested options to purchase 25,000 shares of common stock. In addition, includes (a) 381,409 shares of common stock owned by Goodrich Energy, Inc., a corporation with respect to which Walter G. Goodrich is the sole stockholder, and (b) 480,125 shares of common stock held by HGF Partnership, a Louisiana partnership, in which Walter G. Goodrich owns an indirect general partnership interest. Walter G. Goodrich exercises sole voting and investment rights power, with respect to the shares held by Goodrich Energy, and may be deemed to exercise shared voting and investment power with Henry Goodrich with respect to the shares held by HGF Partnership. Walter G. Goodrich and Henry Goodrich beneficially own 6.48% of the outstanding shares of common stock.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) - Item 10 Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2005

(Date)

/s/ Walter G. Goodrich

(Signature)

Vice Chairman & CEO

(Name/Title)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).