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POGO PRODUCING CO  
Form 8-K  
January 24, 2001

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): Not Applicable

Pogo Producing Company  
(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 1-7792                      | 74-165 9398                             |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

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

Item 5. Other Events

- (1) Pursuant to Article 1, Sections 9, 10 and 11 of the Amended and Restated Bylaws of Pogo Producing Company, a Delaware Corporation (the "Company"), notice is hereby given that the 2001 annual meeting of stockholders of the Company will be held on Tuesday, April 24, 2001 at the Century II Room, Renaissance Houston, Six Greenway Plaza, Houston, Texas at 10:00 AM, Houston time. The record date for shareholders to be entitled to vote at the Annual Meeting has been established by the Company's Board of Directors to be the close of business on March 16, 2001.
- (2) On January 23, 2001 a press release was filed by the Company containing information concerning the Company's financial results for the quarter and year ended December 31, 2000. A copy of this press release is included herein as Exhibit 99.1 and incorporated in this Item 5 by reference.

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Item 7. Financial Statements and Exhibits.

The following exhibits are filed herewith:

99.1 Press Release

99.2 Unaudited Supplemental Financial Information

99.3 Unaudited Supplemental Financial Information

Item 9. Regulation FD Disclosure.

The unaudited supplemental financial information contained in Exhibits 99.2 and 99.3 are incorporated herein by reference.

SIGNATURES

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 thereunto duly authorized.

Pogo Producing Company

Date: January 24, 2001

By: /s/ Gerald A. Morton

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Gerald A. Morton

Vice President - Law

and Corporate Secretary