

GOODRICH PETROLEUM CORP
Form SC 13D/A
March 26, 2002

SCHEDULE 13D

CUSIP No. 382410 10 8

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

GOODRICH PETROLEUM CORP.

(Name of Issuer)

Common Stock, \$.20 par value

(Title of Class of Securities)

382410 10 8

(CUSIP Number)

David J. Harris, Esq.,
1775 Eye Street, N.W. Washington, D.C. 20006 (202) 261-3385

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 18, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

The information required on 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 ("Act") 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 PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Josiah T. Austin

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
OO, PF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER

63,100

8

SHARED VOTING POWER

2,143,300

9

SOLE DISPOSITIVE POWER

63,100

10

SHARED DISPOSITIVE POWER

2,143,300

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,206,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.39%

14

TYPE OF REPORTING PERSON
IN

1

NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
El Coronado Holdings, L.L.C.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION
Arizona

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER

8

SHARED VOTING POWER

2,143,300

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

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2,143,300

| | | |
|----|--|--------------------------|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,143,300 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 12.02% | |
| 14 | TYPE OF REPORTING PERSON | |
| | HC | |

ITEM 1. Security and Issuer.

This Amendment No. 5 to Statement on Schedule 13D heretofore filed on June 4, 2001 is filed with respect to the shares of common stock, \$.20 par value ("Common Stock"), of Goodrich Petroleum Corp. (the "Company"). The address of the Company is 815 Walker Street, Houston, Texas 77002. The Statement is being filed on behalf of Josiah T. Austin, a United States Citizen, and El Coronado Holdings, L.L.C. ("ECH"), an Arizona limited liability company whose principal place of business is 12626 Turkey Creek Road, Pearce, Arizona 85625 (collectively the "Reporting Persons") to reflect the following amendments to Item 3 and Item 5.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended to include the following:

The total consideration (exclusive of brokers' commissions) for all shares of Common Stock subject to this Amendment No. 5 is \$1,319,985.00. The Shares of Common Stock herein reported as being beneficially owned by the Reporting Persons were acquired in the following manner. Austin is the sole managing Member of ECH. Acting on behalf of ECH, Austin purchased from March 8, 2002 to March 18, 2002 a total of 311,300 shares of Common Stock in the open market for an aggregate consideration (exclusive of brokers' commissions) of \$1,319,985.00. The primary source of the funds for these purchases was available funds of ECH.

All dollar amounts are in United States dollars.

Item 5. Interest in Securities of the Issuer.

(a) Austin is the beneficial owner of 2,206,400 shares (12.39% based on the

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17,807,662 shares of Common Stock outstanding as of November 14, 2001 as reported in the Company's Quarterly Report on Form 10-Q filed on that date) of the Common Stock, in his personal capacity, as Trustee for the Austin-Clark Family Irrevocable Life Insurance Trust, the Valerie C. Gordon Trust, the Christina Lowery Trust and the Matthew A. Lowery Trust and as sole Managing Member of ECH. ECH is the beneficial owner of 2,143,300 shares of Common Stock (12.02% based on the 17,807,662 shares of Common Stock outstanding as of November 14, 2001 as reported in the Company's Quarterly Report on Form 10-Q filed on that date).

(b) Austin has the sole power to vote or to direct the vote or to dispose or to direct the disposition of 63,100 shares of the Common Stock. As the sole Managing Member of ECH, Austin shares with ECH the power to vote or to direct the vote or to direct the disposition of the 2,143,300 shares of the Common Stock held by ECH.

(c) No transactions in the shares of Common Stock have been effected by the Reporting Person since the last amendment to this Schedule 13D, except the following transactions, each of which was made in a broker's transaction in the open market. Prices do not include brokerage fees.

| Reporting Person | Sale/Purchase | Date | No. of Shares | Price Per Share |
|---------------------------------|---------------|-----------|---------------|-----------------|
| Austin and El Coronado Holdings | Purchase | 3/08/2002 | 8,000 | \$3.87 |
| | " | 3/18/2002 | 100,000 | \$4.25 |
| | " | 3/18/2002 | 200,000 | \$4.25 |
| | " | 3/18/2002 | 3,300 | \$4.25 |

(d) No person other than Austin, has any right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such securities.

(e) Not applicable.

Signature

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

Date: March 25, 2002

/s/ Josiah T. Austin

 Josiah T. Austin,
 Individually and as Sole Managing
 Member of ECH.