



Goodrich Petroleum Corporation





GDP NYSE

Oil / Gas Exploration / Production

Market Capitalization USD:

\$427.00 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Walter G. Goodrich

Age: 53

CEO Since: 1995

	2009	2010	2011
Base Salary	\$409,500	\$409,500	\$460,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$358,313	\$337,838	\$621,000
Benefits and Perquisites	\$14,700	\$14,700	\$14,700
TOTAL ANNUAL COMPENSATION	\$782,513	\$762,038	\$1,095,700
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$818,996	\$819,007	\$920,003
TOTAL COMPENSATION	\$1,601,509	\$1,581,045	\$2,015,703
Median of Other Named Executive Officers Total Compensation	\$1,178,629	\$1,021,578	\$1,271,039
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$503,425	\$479,759	\$757,204
TOTAL REALIZED EQUITY COMPENSATION	\$503,425	\$479,759	\$757,204

Proxy Date: 11 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves:

Stock Option Run Rate: 0.06%

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Performance Comparison

■ S&P500 ■ Industry ■ GDP



Peer Comparisons (TRBC) =Oil / Gas Exploration / Production

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GDP	Goodrich Petroleum Corporation	\$1,601,509	\$1,581,045	\$2,015,703	\$426,995,868
GPOR	Gulfport Energy Corporation	\$378,356	\$347,686		\$1,231,488,173
NOG	Northern Oil and Gas, Inc.	\$2,360,186	\$4,727,472		\$1,224,254,041
KOG	Kodiak Oil & Gas Corp.	\$1,080,995	\$1,893,680		\$1,090,601,167
SFY	Swift Energy Company	\$2,826,377	\$3,840,102	\$5,863,759	\$1,033,675,233
WTI	W&T Offshore, Inc.	\$1,463,008	\$6,983,299	\$7,537,468	\$1,024,685,940
MCF	Contango Oil & Gas Company	\$2,637,717	\$767,756		\$855,006,019

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Bill Barrett Corp., Brigham Exploration, Cabot Oil & Gas Corp., Carrizo Oil & Gas Inc., Comstock Resources, EXCO Resources, Inc., GMX Resources, Inc., Penn Virginia Corp., Petrohawk Energy Corp., Petroquest Energy, Inc., Quicksilver Resources, Inc., Rosetta Resources, St. Mary Land and Exploration, and Swift Energy Co.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gene A. Washington	Chairman	65	Male	9	Outside
Arthur A. Seeliason	Member	53	Male	17	Outside Related
Josiah T. Austin	Member	64	Male	10	Outside Related

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