



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 7010

February 23, 2007

**Via U.S. Mail and Fax (713.780.9254)**

Mr. D. Hughes Watler, Jr.  
Chief Financial Officer  
Goodrich Petroleum Corporation  
808 Travis, Suite 1320  
Houston, TX 77002

**Re: Goodrich Petroleum Corporation  
Form 10-K for the Fiscal Year Ended December 31, 2005  
Filed March 15, 2006  
File No. 1-12719**

Dear Mr. Watler:

We have reviewed your supplemental response letter dated January 16, 2007 as well as the above referenced filings and have the following comments. As noted in our comment letter dated December 28, 2006, we have limited our review to your financial statements and related disclosures and do not intend to expand our review to other portions of your documents.

**Form 10-K for the Fiscal Year Ended December 31, 2005**

**Consolidated Statements of Cash Flows, page 49**

1. Please refer to prior comment 3 of our letter dated December 28, 2006. Please confirm the maturity of the changes in assets and liabilities is three months or less as required under paragraph 13 of SFAS No. 95. If the assets and liabilities mature in a period greater than 3 months, tell us why net presentation in your consolidated statement of cash flows is appropriate.

**Note B – Summary of Significant Accounting Policies, page 52**

Property and Equipment, page 52

2. Please refer to prior comment 4 of our letter dated December 28, 2006. Tell us the nature of the assets related to the asset retirement obligation and how much of those asset costs relate to your proved developed reserves versus your proved reserves. Further, tell us why you consider this expense a development cost if it is not directly related to your proved developed reserves. Note that asset retirement costs should be amortized over periods in which the related assets that will ultimately be retired are expected to provide benefits. Refer to the discussions in paragraphs B42-B47 of SFAS 143.

Engineering comments

3. Engineering is currently reviewing your response filed on February 2, 2007.

\* \* \* \*

Please respond to this comment within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested information. Detail letters greatly facilitate our review. Please file your response letter via EDGAR. You may contact Bob Carroll, Staff Accountant, at (202) 551-3362 or Sandy Eisen at (202) 551-3864 if you have questions regarding comments on the financial statements and related matters.

Sincerely,

/s/ Brad Skinner

Brad Skinner  
Senior Assistant Chief Accountant