

POGO PRODUCING CO  
Form 8-K  
November 06, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): NOVEMBER 6, 2001

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POGO PRODUCING COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE	1-7792	74-1659398
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer 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

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ITEM 5. OTHER EVENTS.

On November 1, 2001, Pogo Producing Company entered into an underwriting agreement with Merrill Lynch & Co, Merrill Lynch, Pierce, Fenner & Smith, Incorporated, Goldman, Sachs & Co., and the selling stockholders named therein (the "Selling Stockholders"), in connection with the sale by the Selling Shareholders of up to 7,056,013 shares of common stock, par value \$1.00 per share, of Pogo. See Exhibit 1.1 incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

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EXHIBIT NUMBER  
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DESCRIPTION  
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1.1 Purchase Agreement dated November 1, 2001 by and among Pogo Producing Company, Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith, Incorporated, Goldman, Sachs & Co., and the selling stockholders named therein.

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SIGNATURE

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 hereunto duly authorized.

POGO PRODUCING COMPANY

Date: November 6, 2001

By: /s/ GERALD A. MORTON

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Gerald A. Morton  
Vice President - Law,  
Chief Regulatory Officer and  
Corporate Secretary

EXHIBIT INDEX

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