

POGO PRODUCING CO
Form 8-K
February 15, 2007

UNITED STATES 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): **February 15, 2007**

POGO PRODUCING COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-7792
(Commission
File Number)

74-1659398
(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**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition; Item 7.01 Regulation FD Disclosure.

(1) On February 15, 2007, a press release was issued by Pogo Producing Company (the Company) and also made available through the Company's website at www.pogoproducing.com. The press release contains information concerning the Company's unaudited financial and operating results for the quarter and year ended December 31, 2006. A copy of this press release is included herein as Exhibit 99.1 and incorporated by reference into Items 2.02 and 7.01.

(2) On February 15, 2007, certain unaudited supplemental financial and operating information concerning the Company's results for the quarter and year ended December 31, 2006, as well as guidance regarding certain 2007 items, were placed on the Company's website at www.pogoproducing.com. A copy of the three supplemental schedules are included herein as Exhibits 99.2, 99.3 and 99.4 and are incorporated by reference into Items 2.02 and 7.01.

The information being furnished pursuant to Item 2.02 and Item 7.01 of this Form 8-K and in the exhibits hereto shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

(1) Pursuant to Article 1, Sections 9, 10, and 11 of the Amended and Restated Bylaws of the Company, a Delaware Corporation, notice is hereby given that the Company's Board of Directors has determined that the 2007 annual meeting of stockholders of the Company will be held on Tuesday, May 15, 2007 at the Century II Room, Renaissance Houston Hotel, 6 Greenway Plaza, Houston, Texas at 10:00 a.m., CDT.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits (furnished pursuant to Item 2.02 and not deemed filed with the Commission).

Exhibit

| Number | Description |
|---------------|---|
| 99.1 | Press Release issued February 15, 2007 regarding the quarter and year ended December 31, 2006 results of Pogo Producing Company (the Company) |
| 99.2 | Unaudited Supplemental Financial Information regarding the Company's quarter and year ended December 31, 2006 results |
| 99.3 | Unaudited Supplemental Operating Information regarding the Company's quarter and year ended December 31, 2006 results |
| 99.4 | 2007 Guidance |

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: February 15, 2007

By: */s/ James P. Ulm, II*
Name:
Title:

James P. Ulm, II
Senior Vice President and Chief Financial
Officer

Exhibit Index

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| 99.4 | 2007 Guidance |