

POGO PRODUCING CO  
Form 8-K  
November 01, 2005

# 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 1, 2005**

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## 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 25, 2005, the board of directors of Pogo Producing Company (the Company ) elected Dr. Charles G. Groat as a director, effective November 1, 2005. Dr. Groat will serve on the audit committee of the board of directors. There was no arrangement or understanding pursuant to which Dr. Groat was elected as a director, and there are no related party transactions between Dr. Groat and the Company.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated November 1, 2005

**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 1, 2005

By:

/s/ John O. McCoy, Jr.  
John O. McCoy, Jr.  
Executive Vice President and Chief  
Administrative Officer