POGO PRODUCING CO
Form 424B3
October 03, 2005

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-126097

PROSPECTUS

$300,000,000

Pogo Producing Company

Offer to Exchange
registered
6.625% Senior Subordinated Notes due 2015
for all outstanding
6.625% Senior Subordinated Notes due 2015

The Exchange Notes:

will be freely tradable and otherwise substantially identical to the Outstanding Notes;

will accrue interest at 6.625% per annum, payable semiannually on each March 15 and September 15; and

will not be listed on any securities exchange or on any automated dealer quotation system, but may be sold in the over-the-counter market, in negotiated transactions or through a combination of those methods.

The exchange offer:

expires at 5:00 p.m., New York City time, on November 3, 2005, unless sooner terminated or extended; and

is not conditioned upon any minimum principal amount of Outstanding Notes being tendered.

You should note that:

- we will exchange all Outstanding Notes that are validly tendered and not validly withdrawn for an equal principal amount of Exchange Notes that we have registered under the Securities Act of 1933;
- you may withdraw tenders of Outstanding Notes at any time prior to the expiration of the exchange offer;
- the exchange of Outstanding Notes for Exchange Notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes; and
- the exchange offer is subject to customary conditions, which we may waive in our sole discretion.

Please consider carefully the risk factors beginning on page 21 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 30, 2005.

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. You should rely only on the information we have provided or incorporated by reference in this prospectus. We have not authorized anyone to provide you with additional or different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should assume that the information in this prospectus is accurate only as of the date on the front of this prospectus and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference.

TABLE OF CONTENTS

Each broker-dealer that receives Exchange Notes pursuant to this exchange offer in exchange for securities acquired for its own account as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such new securities. This prospectus, as it may be amended or supplemented from time to time, may be used by such a broker-dealer in connection with resales of such new securities. We have agreed that, starting on the date of the completion of the exchange offer to which this prospectus relates for up to 180 days following completion of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution." The letter of transmittal attached as an exhibit to the registration statement of which this prospectus forms a part states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549.

Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public on the SEC's website at *http://www.sec.gov* and on our website at *http://www.pogoproducing.com*. However, the information on our website does not constitute a part of this prospectus. Reports and other information concerning us can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Our common stock is listed and traded on the New York Stock Exchange under the trading symbol "PPP."

This prospectus is part of a registration statement we have filed with the SEC relating to the Notes. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, exhibits and schedules for more information about us and these securities.

The information included in the documents described below is incorporated by reference and is considered to be a part of this prospectus. The most recent information that we file with the SEC automatically updates and supersedes older information. We are incorporating by reference into this prospectus (excluding any information that was furnished to (and not filed with) the SEC) the following documents (File No. 001-07792):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, which was filed with the SEC on March 7, 2005;
- our Quarterly Report on Form 10-Q for the quarterly periods ended March 31, 2005 and June 30, 2005, which were filed with the SEC on May 5, 2005 and August 2, 2005, respectively; and
- our Current Reports on Form 8-K filed with the SEC on January 25, 2005, January 31, 2005, March 22, 2005, March 24, 2005, June 20, 2005, July 12, 2005, August 1, 2005, August 15, 2005, August 18, 2005, August 25, 2005, September 20, 2005, September 22, 2005 and September 29, 2005.

Until the termination of the exchange offer described in this prospectus, we will also incorporate by reference all documents that we may file in the future under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, excluding any information therein that was furnished to (and not filed with) the SEC.

We will provide you without charge a copy of any and all documents that have been incorporated by reference into this prospectus, except that exhibits to such documents will not be provided unless they are specifically incorporated by reference into such documents. Requests for copies of any such document should be directed to:

Pogo Producing Company
5 Greenway Plaza, Suite 2700
Houston, Texas 77046
Attention: Corporate Secretary
Telephone number is (713) 297-5000

To obtain timely delivery of any of our documents, you must make your request to us no later than October 27, 2005. Unless sooner terminated, the exchange offer will expire at 5:00 p.m., New York City time, on November 3, 2005. The exchange offer can be extended by us in our sole discretion, but we currently do not intend to extend the expiration date. Please read "The Exchange Offer" for more detailed information.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The statements included or incorporated by reference in this prospectus include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements included or incorporated by reference herein, other than statements of historical fact, are forward-looking statements. In some cases, you can identify our use of forward-looking statements by the words "anticipate," "estimate," "expect," "objective," "projection," "forecast," "goal," and similar expressions. Such forward-looking statements include, without limitation, the statements herein and therein regarding the timing of future events regarding our operations and our subsidiaries, and the statements regarding our anticipated future financial position and cash requirements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct. We disclose the important factors that could cause actual results to differ materially from our expectations in cautionary statements included in this prospectus and in other filings by us with the SEC. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and other factors set forth or incorporated by reference in this prospectus. These factors include:

- the cyclical nature of the oil and natural gas industries;
- our ability to successfully and profitably find, produce and market oil and natural gas;
- uncertainties associated with the United States and worldwide economies;
- current and potential governmental regulatory actions in countries where we operate;
- substantial competition from larger companies;
- our ability to implement cost reductions;
- our ability to acquire additional oil and natural gas reserves;
- operating interruptions (including leaks, explosions, fires, mechanical failure, unscheduled downtime, transportation interruptions, and spills and releases and other environmental risks);
- fluctuations in foreign currency exchange rates in areas of the world where we conduct operations;
- uncertainties and difficulties associated with the integration and operation of the properties of Northrock Resources Ltd., which we recently acquired; and
- covenant restrictions in our debt agreements.

Many of those factors are beyond our ability to control or predict. We caution you against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels.

All subsequent written and oral forward-looking statements attributable to us and persons acting on our behalf are qualified in their entirety by the cautionary statements contained in this section and elsewhere in this prospectus.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. It is not complete and may not contain all of the information that you should consider before deciding whether to participate in this exchange offer. We encourage you to read this prospectus and the documents incorporated by reference in their entirety before participating in the exchange offer, including the information set forth under the heading "Risk Factors." Unless the context requires otherwise or unless otherwise noted, when we use the terms "Pogo," "we," "us," or "our," we are referring to Pogo Producing Company and its subsidiaries.

Pogo Producing Company

We explore for, develop and produce crude oil and natural gas. We are headquartered in Houston, Texas, and our business activities are primarily focused in the United States, both onshore and offshore. We own approximately 705,000 gross leasehold acres in major oil and gas provinces in the United States.

In January 2005, we announced several strategic initiatives aimed at strengthening and repositioning Pogo, including a potential sale of our Thailand and Hungary operations. In the summer of 2005, we closed the sale of our Thailand properties for $820 million and our Hungary properties for approximately $9 million. On September 27, 2005, we also took a critical next step in our strategy to make Pogo a more focused North American oil and gas producer by acquiring all of the stock of Northrock Resources Ltd., Unocal Corporation's indirect wholly-owned Canadian subsidiary, for approximately $1.7 billion. Northrock's exploitation and development activities are concentrated in Saskatchewan and Alberta with key exploration plays in Canada's Northwest Territories, British Columbia and the Alberta Foothills. Please read " Recent Developments" below.

We have recast our historical financial statements to present our Thailand and Hungary operations as discontinued, and the summary information on our historical operations below reflects that presentation. Unless otherwise indicated, summary historical information presented in this prospectus includes only our continuing operations as of the dates presented and, accordingly, excludes the Thailand and Hungary discontinued operations and Northrock's operations.

For the year ended December 31, 2004, and the six months ended June 30, 2005, our revenues were $987.7 million and $541.7 million, and net income (including net income from discontinued operations) was $261.8 million and $162.7 million, respectively. The following table summarizes our 2004 year-end estimated proven reserves and those of Northrock as of June 30, 2005.

	Pogo Estimated Proven Reserves As of December 31, 2004	**Northrock Estimated Proven Reserves As of June 30, 2005**
Oil, condensate and natural gas liquids (in thousands of barrels (Mbbls))	83,866	58,547
Natural gas (in million cubic feet (MMcf))	933,981	252,937
Combined (in million cubic feet of natural gas equivalent (MMcfe))	1,437,177	604,219

For more information, please see "Summary of Reserve Information."

During 2004, we grew our hydrocarbon asset base and achieved full reserves replacement of our worldwide production for the thirteenth consecutive year. In 2004, our average daily production of liquid hydrocarbons was 33,750 bbls, and average daily production of natural gas was 244.3 MMcf. For the six months ended June 30, 2005, our average daily production of liquid hydrocarbons was 30,521 bbls, and average daily production of natural gas was 256.7 MMcf. We drilled 276 gross wells during

2004, successfully completing 94%, or 259, of those wells. During the first six months of 2005, we drilled 120 gross wells with 108 successfully completed, a 90% success rate.

Domestic Offshore Operations

We maintain a significant presence in the Gulf of Mexico, where approximately 22% of our proven reserves were located as of December 31, 2004. During 2004, approximately 22% of our natural gas production and 72% of our oil and condensate production came from our domestic offshore properties in the Gulf of Mexico, contributing approximately 45% of our consolidated oil and gas revenues. We participated in drilling 12 wells in this region during 2004, of which ten, or 83%, were successfully completed. In the six months ended June 30, 2005, we participated in drilling five wells in this region, of which one, or 20%, was successfully completed. At June 30, 2005, we held varying interests in 175 producing oil and natural gas wells in the region, as well as interests in 80 federal leases and 9 state leases offshore from Louisiana and Texas. We intend to continue an active lease evaluation program in the Gulf of Mexico in order to identify exploration and exploitation opportunities.

Domestic Onshore Operations

Our onshore domestic operations are concentrated in the Permian Basin area in New Mexico and West Texas, the Panhandle of Texas, the San Juan Basin in New Mexico and the Wind River Basin in Wyoming, which we collectively refer to as our "Western U.S. region," as well as in the Texas and Louisiana gulf coasts, which we refer to as our "Gulf Coast region." Domestic onshore reserves as of December 31, 2004 accounted for approximately 78% of our total proven reserves, with the Gulf Coast region and the Western U.S. region contributing approximately 23% and 55%, respectively, of our total proven reserves. During 2004, approximately 78% of our natural gas production and 28% of our oil and condensate production was from our domestic onshore properties, contributing approximately 55% of our consolidated oil and gas revenues.

In our Western U.S. region, we have actively explored in West Texas and New Mexico for more than 25 years and, during this period, participated in the discovery or development of over 30 oil and natural gas fields. In 2004, we participated in the drilling of 159 wells in these areas, 97% of which were successfully completed. In the six months ended June 30, 2005, we participated in drilling 102 wells in this region, of which 96, or 94%, were successfully completed. We believe that, during the past decade, we have been one of the more active companies drilling for oil and natural gas in the Permian Basin of West Texas and southeastern New Mexico. During 2005, we plan to drill approximately 160 wells in various known fields and exploratory prospects in the Permian Basin, Texas Panhandle and San Juan Basin and approximately 75 wells in the Wind River Basin. As of June 30, 2005, we had drilled 80 and 22 wells in these areas, respectively.

In the Gulf Coast region, we are actively exploring for, acquiring and developing oil and natural gas reserves in the coastal onshore areas of Louisiana and Texas. During 2004, we participated in drilling 54 wells in this region, 91% of which were successfully completed. In the six months ended June 30, 2005, we participated in drilling 13 wells in this region, of which 12, or 92%, were successfully completed. For the remainder of 2005 we intend to continue actively exploring the Wilcox formation on our South Texas leasehold, where we have been developing gas reserves and drilled over 40 wells in 2004. We are also actively exploring for new reserves along the upper Gulf Coast in Texas and Louisiana.

Operations Outside North America

We have conducted international exploration activities since the late 1970s in numerous oil and natural gas areas throughout the world. We currently hold three petroleum exploration licenses covering approximately 1,043,000 acres offshore of New Zealand. We are acquiring and reprocessing

3-D and 2-D seismic data in this region with a goal of committing to drill multiple exploration wells as early as the first half of 2006. Our international explorationists continue to evaluate other opportunities that are consistent with our international exploration strategy and expertise.

Recent Developments

Acquisition of Northrock from Unocal. On September 27, 2005, we acquired all of the outstanding shares of Northrock Resources Ltd., a Canadian company and an indirect wholly owned subsidiary of Unocal Corporation, for a purchase price of approximately $1.7 billion.

As of June 30, 2005, Northrock owned 604,219 MMcfe of estimated proven reserves on approximately 300,000 net acres, plus approximately 1.1 million net acres of undeveloped leasehold. Northrock's exploitation and development activities are concentrated in Saskatchewan and Alberta with key exploration plays in Canada's Northwest Territories, British Columbia and the Alberta Foothills. Taking into account the recent disposition of our Thailand operations, we expect the Northrock acquisition to:

- significantly increase our total proven oil and gas reserves as of year-end 2004 from 1,437,177;
- increase our worldwide net leasehold acreage by about 82%, from approximately 1.7 million net acres to approximately 3.1 million net acres;
- immediately add over 900 identified drilling opportunities to our inventory;
- complement our reserve and production mix with Northrock's high quality North American crude oil and natural gas assets; and
- extend our indicated reserves life.

We financed the acquisition utilizing net proceeds from our recent offering of $500 million principal amount of 6.875% Senior Subordinated Notes due 2017, cash on hand and additional borrowings under our credit facility.

We expect the Northrock acquisition to add approximately 30,000 barrels of oil equivalent per day of production. We have implemented a hedging program related to the Northrock acquisition by entering into natural gas and crude oil option agreements designed to establish floor and ceiling prices on anticipated future production, known as "costless collars," covering volumes equal to most of Northrock's current production, extending throughout 2006 and 2007. We have in place oil costless collars covering 15,000 barrels per day with floors of $50/bbl and ceilings ranging from $78 to $82/bbl for 2006, and floors of $50/bbl and ceilings ranging from $75 to $77.50/bbl for 2007. We also have in place natural gas costless collars covering 75 million cubic feet per day with floors of $6/Mcf and ceilings of $13.50 to $14/Mcf for 2006, and floors of $6/Mcf and ceilings of $12.00 to $12.50/Mcf for 2007.

Hurricanes Katrina and Rita. On August 29, 2005, after passing through the Gulf of Mexico, Hurricane Katrina made landfall near New Orleans, Louisiana and caused one of the worst natural disasters in U.S. history. On September 24, 2005, Hurricane Rita, one of the strongest measured hurricanes to have entered the Gulf of Mexico, made landfall between Sabine Pass, Texas and Johnson's Bayou, Louisiana. As of September 29, 2005, approximately 18,000 bbls of oil and 35 MMcf of natural gas of our net daily production were shut-in as a result of the storms, representing substantially all of our Gulf of Mexico production. Based on inspections to date, only one of the platforms we operate, located in Main Pass Block 123, appears to have sustained major damage. These inspections are ongoing. Significant damage to platforms and pipelines operated by others has also occurred, including facilities that are located in Viosca Knoll Block 823, Eugene Island Block 330, and South Marsh Island Block 128. Also, damage to processing plants and other onshore infrastructure operated by others will likely delay some or all of our shut-in production from coming back "on-line."

In order to protect our cash flow related to deferred production, we maintain business interruption insurance for some of the blocks affected by the shut-in. Coverage commences 60 days after the blocks are shut-in and will continue for a period of one year unless the production is fully restored earlier. The daily indemnity amount we expect to be paid is approximately $800,000, which will be reduced as production is partially restored. Please read "Risk Factors   Risks Relating to Our Business   The extent of the effect of Hurricanes Katrina and Rita on our operations in the Gulf of Mexico is not yet known and may be substantial."

Thailand and Hungary Dispositions. On August 17, 2005, we completed the sale of our subsidiary Thaipo Limited and our interests in B8/32 Partners Limited, effecting a disposition of all our Thailand operations, including a 46.34% working interest in a 608,000 gross acre concession in the Gulf of Thailand. The interests were sold for $820 million in cash to Mitsui Oil Exploration Co., Ltd. and PTTEP Offshore Investment Company Limited.

On June 7, 2005, we sold Pogo Hungary, Ltd., a wholly-owned subsidiary that owns a license to explore for oil and gas in central and south central Hungary, for approximately $9.0 million.

Capital Budget. We have established a $525 million exploration and development budget (excluding property acquisitions) for 2005. We expect to spend approximately $258 million on exploration and $267 million on development activities. In establishing our budget, we have anticipated that we will drill approximately 350 wells during 2005. As of June 30, 2005, we had spent approximately 50% of our 2005 capital budget.

Stock Repurchase. During the first quarter of 2005, we announced a share repurchase plan, for which we expect to expend not less than $275 million nor more than $375 million to effect the repurchases. As of August 31, 2005, we had spent approximately $236 million in repurchasing approximately five million shares.

Notes Offering. On September 23, 2005, we issued $500 million principal amount of 6.875% Senior Subordinated Notes due 2017 in a private offering, the net proceeds of which we used to fund a portion of the purchase price of Northrock.

Our principal executive offices are located at 5 Greenway Plaza, Suite 2700, Houston, Texas 77252. Our main telephone number is (713) 297-5000. We maintain a website on the Internet at *http://www.pogoproducing.com*. The information on our website is not incorporated by reference into this prospectus.

The Exchange Offer

On March 29, 2005, we completed a private offering of $300 million principal amount of 6.625% Senior Subordinated Notes due 2015, which we refer to as the "Outstanding Notes." We sold the Outstanding Notes in transactions exempt from or not subject to the registration requirements under the Securities Act. Accordingly, the Outstanding Notes are subject to transfer restrictions. In general, you may not offer or sell the Outstanding Notes unless either they are registered under the Securities Act or the offer or sale is exempt from or not subject to registration under the Securities Act and applicable state securities laws.

In connection with the sale of the Outstanding Notes, we entered into an Exchange and Registration Rights Agreement with the initial purchasers of the Outstanding Notes. We agreed to use our reasonable best efforts to have the registration statement of which this prospectus is a part declared effective by the SEC within 180 days after the issue date of the Outstanding Notes and to commence and complete the exchange offer no later than 45 days after the registration statement becomes effective. In the exchange offer, you are entitled to exchange your Outstanding Notes for notes registered under the Securities Act with substantially identical terms, except that the existing transfer restrictions will be removed, which we refer to as the "Exchange Notes." You should read the discussion under the headings " Terms of the Exchange Notes" and "Description of the Exchange Notes" for further information about the Exchange Notes. We refer to the Outstanding Notes and the Exchange Notes (separately or collectively as the context indicates) as the "Notes."

We have summarized the terms of the exchange offer below. You should read the discussion under the heading "The Exchange Offer" for further information about the exchange offer and resale of the Exchange Notes. **If you fail to exchange your Outstanding Notes for Exchange Notes in the exchange offer, the existing transfer restrictions will remain in effect and the market value of your Outstanding Notes likely will be adversely affected because of a smaller float and reduced liquidity.**

Expiration Date	Unless sooner terminated, the exchange offer will expire at 5:00 p.m., New York City time, on November 3, 2005 or such later date and time to which we extend it.
Withdrawal of Tenders	You may withdraw your tender of Outstanding Notes at any time prior to the expiration date. We will return to you, without charge, promptly after the expiration or termination of the exchange offer any Outstanding Notes that you tendered but that were not accepted for exchange.
Conditions to the Exchange Offer	We will not be required to accept Outstanding Notes for exchange if, in our reasonable judgment, the exchange offer, or the making of any exchange by a holder of Outstanding Notes, would:
	violate applicable law or any applicable interpretation of the staff of the SEC; or
	be impaired by any action or proceeding that has been instituted or threatened in any court or by or before any governmental agency with respect to the exchange offer.
	The exchange offer is not conditioned upon any minimum aggregate principal amount of Outstanding Notes being tendered.

	Please read "The Exchange Offer Conditions to the Exchange Offer" for more information about the conditions to the exchange offer.
Procedures for Tendering Outstanding Notes	If you wish to participate in the exchange offer, you must complete, sign and date the letter of transmittal that we are providing with this prospectus and mail or deliver the letter of transmittal, together with the Outstanding Notes, to the exchange agent prior to the expiration date. If your Outstanding Notes are held through The Depository Trust Company (DTC), you may effect delivery of the Outstanding Notes by book-entry transfer.
	In the alternative, if your Outstanding Notes are held through DTC, you may participate in the exchange offer through DTC's automated tender offer program. If you tender under this program, you will agree to be bound by the letter of transmittal as though you had signed it.
	By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:
	any Exchange Notes that you receive will be acquired in the ordinary course of your business;
	you have no arrangement or understanding with any person to participate in the distribution of the Outstanding Notes or the Exchange Notes within the meaning of the Securities Act of 1933;
	you are not our "affiliate," as defined in Rule 405 of the Securities Act, or, if you are our affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;
	if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, the distribution of the Exchange Notes;
	if you are a broker-dealer, you will receive Exchange Notes in exchange for Outstanding Notes that you acquired for your own account as a result of market-making activities or other trading activities, and you will deliver a prospectus in connection with any resale of such Exchange Notes;
	if you are a broker-dealer, you did not purchase the Outstanding Notes to be exchanged for the Exchange Notes from us; and
	you are not acting on behalf of any person who could not truthfully and completely make the foregoing representations.

Special Procedures for Beneficial Owners	If you own a beneficial interest in Outstanding Notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the Outstanding Notes in the exchange offer, please contact the registered holder as soon as possible and instruct it to tender on your behalf and to comply with our instructions described in this prospectus.
Guaranteed Delivery Procedures	You must tender your Outstanding Notes according to the guaranteed delivery procedures described in "The Exchange Offer Guaranteed Delivery Procedures" if any of the following apply:
	you wish to tender your Outstanding Notes but they are not immediately available;
	you cannot deliver your Outstanding Notes, the letter of transmittal or any other required documents to the exchange agent prior to the expiration date; or
	you cannot comply with the applicable procedures under DTC's automated tender offer program prior to the expiration date.
Consequences of Failure to Exchange Your Outstanding Notes	Subject only to limited exceptions applicable to persons to whom the exchange offer is not available, if you do not exchange your Outstanding Notes in the exchange offer, you will no longer be entitled to registration rights. You will not be able to offer or sell the Outstanding Notes unless they are later registered, sold pursuant to an exemption from registration or sold in a transaction not subject to the Securities Act or state securities laws. Other than in connection with the exchange offer or as specified in the Exchange and Registration Rights Agreement, we are not obligated to, nor do we currently anticipate that we will, register the Outstanding Notes under the Securities Act. See "The Exchange Offer Consequences of Failure to Exchange."
United States Federal Income Tax Consequences	We believe that the exchange of Outstanding Notes for Exchange Notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes. Please read "Certain United States Federal Income Tax Considerations."
Use of Proceeds	We will not receive any cash proceeds from the issuance of Exchange Notes in the exchange offer.

Plan of Distribution	All broker-dealers who receive Exchange Notes in the exchange offer have a prospectus delivery obligation. Based on SEC no-action letters, broker-dealers who acquired the Outstanding Notes as a result of market-making or other trading activities may use this exchange offer prospectus, as supplemented or amended, in connection with the resales of the Exchange Notes. We have agreed to make this prospectus available to any broker-dealer delivering a prospectus as required by law in connection with the resales of the Exchange Notes for up to 180 days following the completion of the exchange offer.
	Broker-dealers who acquired the Outstanding Notes from us may not rely on SEC staff interpretations in no-action letters and instead must comply with the registration and prospectus delivery requirements of the Securities Act, including being named as selling noteholders, in order to resell the Outstanding Notes or the Exchange Notes.

The Exchange Agent

We have appointed The Bank of New York Trust Company, N.A. as exchange agent for the exchange offer. Please direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent. If you are not tendering under DTC's automated tender offer program, you should send the letter of transmittal and any other required documents to the exchange agent as follows:

The Bank of New York Trust Company, N.A.

(212) 815-3687

By Overnight Delivery, Courier or Mail:
(overnight delivery or courier recommended;
if by mail, registered or certified mail recommended)

The Bank of New York Trust Company, N.A.
Corporate Trust Operations Reorganization Unit
101 Barclay Street 7 East
New York, New York 10286
Attn: David Mauer

Registered or Certified Mail:

The Bank of New York Trust Company, N.A.
Corporate Trust Operations Reorganization Unit
101 Barclay Street 7 East
New York, New York 10286
Attn: David Mauer

By Facsimile Transmission (eligible institutions only):

(212) 298-1915

Confirm by Telephone:

(212) 815-3687

Terms of the Exchange Notes

The Exchange Notes will be freely tradable and otherwise substantially identical to the Outstanding Notes. The Exchange Notes will not have registration rights or provisions for additional interest. The Exchange Notes will evidence the same debt as the Outstanding Notes, and the Outstanding Notes and the Exchange Notes will be governed by the same indenture. The Outstanding Notes and the Exchange Notes will vote together as a single class under the indenture.

Issuer	Pogo Producing Company.
Exchange Notes Offered	$300 million principal amount of registered 6.625% Senior Subordinated Notes due 2015.
Interest Payment Dates	March 15 and September 15 of each year, commencing on September 15, 2005.
Maturity Date	March 15, 2015.
Ranking and Subordination	The Exchange Notes will be our unsecured senior subordinated obligations and will rank:
	equally in right of payment with our outstanding $8^1/_4$% Senior Subordinated Notes due 2011, our 6.875% Senior Subordinated Notes due 2017 and any of our future senior subordinated debt that does not expressly provide that it is subordinated to the Notes;
	senior in right of payment to any of our future debt that expressly provides that it is subordinated to the Notes;
	subordinated in right of payment to any of our existing and future senior debt, and structurally subordinated to all of our future secured debt to the extent of the value of the assets securing such debt; and
	structurally subordinated to all indebtedness and other liabilities (including trade payables and lease obligations) of our subsidiaries that do not guarantee the Notes.
Possible Subsidiary Guarantees	None of our subsidiaries have guaranteed the Notes. If our existing or future domestic restricted subsidiaries guarantee any of our other indebtedness, however, they will be required by the indenture governing the Notes to jointly and severally guarantee the Notes on a senior subordinated basis. We do not intend to cause any subsidiary to take any action that would require it to guarantee the Notes.
Sinking Fund	None.
Optional Redemption	At any time prior to March 15, 2008, we may redeem up to 35% of the aggregate original principal amount of the Notes, using the net proceeds of specified equity offerings, at a redemption price equal to 106.625% of the principal amount of the Notes, plus accrued and unpaid interest to the date of redemption.

	Prior to March 15, 2010, we are entitled to redeem the Notes as a whole or in part at a redemption price equal to the principal amount of the Notes plus the Applicable Premium and accrued and unpaid interest to the date of redemption. The term "Applicable Premium" is defined under "Description of the Exchange Notes Certain Definitions."
	On or after March 15, 2010, we may redeem all or a portion of the Notes at the redemption prices listed in "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest to the date of redemption.
Change of Control	If we experience specific kinds of change of control, we would be required to offer to purchase each holder's Notes, in whole or in part, at a price equal to 101% of the principal amount, together with accrued and unpaid interest to the date of purchase.
Certain Covenants	Covenants contained in the indenture that governs the Notes, limit our ability and the ability of our restricted subsidiaries, among other things, to:
	incur additional indebtedness;
	pay dividends or make other distributions on stock, repurchase stock or redeem subordinated obligations;
	make investments;
	create liens on assets;
	sell assets;
	sell capital stock of our subsidiaries;
	enter into agreements that restrict the ability of our subsidiaries to pay dividends or make other payments to us or our restricted subsidiaries;
	merge or consolidate; and
	enter into transactions with affiliates.
	All of these covenants are subject to important exceptions and qualifications that are described under "Description of the Exchange Notes."
	If the Notes receive an investment grade rating from either Standard & Poor's Rating Services or Moody's Investors Service, Inc. and no default or event of default under the indenture has occurred and is continuing, many of these covenants will be terminated.

Exchange Offer; Registration Rights	If we fail to complete the exchange offer as required by the Exchange and Registration Rights Agreement, we will be obligated to pay additional interest to holders of the Outstanding Notes. See "Description of the Exchange Notes Registration Rights; Special Interest" for more information regarding your rights as a holder of Outstanding Notes.
Absence of a Market for the Notes	There is no existing trading market for the Notes, and there can be no assurance regarding:
	any future development or liquidity of a trading market for the Notes;
	your ability to sell your Notes at all; or
	the price at which you may be able to sell your Notes.
	Further trading prices of the Notes will depend on many factors, including:
	prevailing interest rates;
	our operating results and financial condition; and
	the market for similar securities.
	We do not intend to apply for the Notes to be listed on any securities exchange or to arrange for any quotation system to quote them.

Pogo Summary Historical Consolidated Financial Data

The summary historical consolidated financial data for Pogo set forth below is derived from our consolidated financial statements. Our results for all historical consolidated periods presented reflect our oil and gas exploration, development and production activities from our Thailand and Hungary operations as discontinued operations. You should read this information in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and the related notes thereto contained in our Current Report on Form 8-K filed with the SEC on August 25, 2005 and our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2005 and June 30, 2005, which we incorporate herein by reference.

	For the Six Months Ended June 30,		For the Year Ended December 31,		
	2005	2004	2004	2003	2002
			(Expressed in thousands)		
Income Statement Data:					
Revenues:					
Crude oil and condensate	$ 216,321	$ 218,110	$ 417,093	$ 426,395	$ 281,990
Natural gas	289,057	246,193	512,598	397,303	231,301
Natural gas liquids	22,728	20,827	43,392	32,376	24,426
Oil and gas revenues	528,106	485,130	973,083	856,074	537,717
Other	13,610	700	14,605	2,431	4,359
Total	541,716	485,830	987,688	858,505	542,076
Operating Costs and Expenses:					
Lease operating	62,185	46,333	100,506	81,731	74,416
General and administrative	37,045	29,843	62,056	54,068	43,513
Exploration	14,498	13,290	21,739	6,899	4,161
Dry hole and impairment	53,857	7,423	61,634	30,673	26,999
Depreciation, depletion and amortization	138,381	129,209	251,876	229,881	210,649
Production and other taxes	25,366	17,759	44,104	23,735	20,058
Transportation and other	10,248	9,642	19,488	23,892	12,879
Total	341,580	253,499	561,403	450,879	392,675
Operating Income	200,136	232,331	426,285	407,626	149,401
Interest:					
Charges	(24,061)	(16,071)	(29,333)	(46,360)	(57,450)
Income	2,186	204	522	673	312
Capitalized	4,910	8,016	14,216	16,531	24,033
Loss on Debt Extinguishment		(10,893)	(13,759)	(5,893)	
Minority Interest Dividends and costs associated with mandatorily redeemable convertible preferred securities of a subsidiary trust					(4,140)
Foreign Currency Transaction Gain (Loss)	2	(3)	(30)	29	29
Income From Continuing Operations Before Taxes and Cumulative Effect of Change in Accounting Principle	183,173	213,584	397,901	372,606	112,185
Income Tax Expense	(69,686)	(79,803)	(148,866)	(137,371)	(43,538)
Income From Continuing Operations Before Cumulative Effect of Change in Accounting Principle	113,487	133,781	249,035	235,235	68,647
Income From Discontinued Operations, net of tax	49,188	3,048	12,719	59,872	38,384
Cumulative Effect of Change in Accounting Principle				(4,166)(a)	
Net Income	$ 162,675	$ 136,829	$ 261,754	$ 290,941	$ 107,031

(a)

Effective January 1, 2003, we adopted the provisions of Statement of Financial Accounting Standards No. 143 ("SFAS 143"), "Accounting for Asset Retirement Obligations". This new accounting standard required a change in the accounting for asset retirement obligations. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Application of Critical Accounting Policies and Management's Estimates Future Development and Abandonment Costs" in our Current Report on Form 8-K dated August 25, 2005, which we incorporate herein by reference, for further discussion of the provisions of SFAS 143.

	As of or for the Six Months Ended June 30,	As of or for the Year Ended December 31,		
	2005	2004	2003	2002
	(Expressed in thousands)			
Consolidated Balance Sheet Data:				
Cash and cash equivalents	$ 242,631	$ 86,456	$ 104,474	
Long-term debt	880,354	755,000	487,261	
Shareholders' equity	1,656,133	1,727,895	1,453,653	
Total assets	3,515,237	3,481,109	2,758,651	
Other Financial Data:				
Net cash provided by (used in)(a):				
Operating activities	$ 437,333	$ 738,715	$ 744,559	$ 466,479
Investing activities	(177,872)	(961,726)	(566,457)	(396,251)
Financing activities	(103,100)	202,804	(176,816)	(61,923)

(a) Includes net cash provided by (used in) discontinued activities.

Northrock Summary Historical Consolidated Financial Data

The summary historical consolidated financial data for Northrock set forth below is derived from its consolidated financial statements. You should read this information in conjunction with Northrock's consolidated financial statements and the related notes thereto contained in our Current Report on Form 8-K filed with the SEC on September 20, 2005.