

Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CORP
 Form 4
 February 07, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Larsen, Marshall O.
 c/o Goodrich Corporation
 Four Coliseum Centre
 2730 West Tyvola Road
 Charlotte, NC 28217
 USA
2. Issuer Name and Ticker or Trading Symbol
 Goodrich Corporation
 GR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 02/06/02
5. If Amendment, Date of Original (Month/Year)
 12/20/01
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	12/20/01	M	5,000	(A) \$20.875
Common Stock	12/20/01	F	4,117	(D) \$25.34

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number	8. Percentage of Total Ownership
---------------------------------	---	---------------------	---------------------	--	--	--	----------------------------------

Edgar Filing: GOODRICH CORP - Form 4

Security	Price	Date	Code	V	Amount	D	isable	Date	of Shares		
Stock Option	\$20.875	12/20/01	M		5,000	D	*	1/1/02	Common Stock	5,000	\$200
Stock Option							*	1/3/03	Common Stock	6,000	\$245
Stock Option							*	1/2/04	Common Stock	6,600	\$200
Stock Option							*	1/2/05	Common Stock	14,400	\$213
Stock Option							*	1/1/06	Common Stock	56,000	\$340
Stock Option							*	1/1/07	Common Stock	24,000	\$400
Stock Option							*	1/1/08	Common Stock	38,700	\$413
Stock Option							*	1/3/09	Common Stock	46,500	\$363
Stock Option							*	1/2/10	Common Stock	75,100	\$268
Stock Option							*	1/1/11	Common Stock	13,000	\$355
Stock Option							*	1/1/11	Common Stock	52,000	\$380

Explanation of Responses:

* Fully

Vested.

SIGNATURE OF REPORTING PERSON

/s/ Marshall O. Larsen

DATE

2/07/02