

GOODRICH CORP
Form 4
November 06, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSEN MARSHALL O

(Last) (First) (Middle)

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

CHARLOTTE, NC 28217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOODRICH CORP [GR]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2007		M		45,632	A	\$ 34.653
Common Stock	11/02/2007		S		11,432	D	\$ 69.25
Common Stock	11/02/2007		S		11,400	D	\$ 69.26
Common Stock	11/02/2007		S		11,400	D	\$ 69.27
Common Stock	11/02/2007		S		11,400	D	\$ 69.28

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Common Stock	11/02/2007		M	2,885	A	\$ 34.653	174,564	D	
Common Stock	11/02/2007		F	1,442	D	\$ 69.32	173,122	D	
Common Stock	11/02/2007		M	2,924	A	\$ 34.2036	176,046	D	
Common Stock	11/02/2007		F	1,442	D	\$ 69.32	174,604	D	
Common Stock	11/02/2007		M	3,984	A	\$ 25.101	178,588	D	
Common Stock	11/02/2007		F	1,442	D	\$ 69.32	177,146	D	
Common Stock	11/02/2007		M	5,330	A	\$ 18.76	182,476	D	
Common Stock	11/02/2007		F	1,442	D	\$ 69.32	181,034	D	
Common Stock	11/02/2007		G	690	D	\$ 0	180,344	D	
Common Stock	11/05/2007		G	2,135	D	\$ 0	178,209	D	
Common Stock	11/05/2007		I	24,619.997 <u>(1)</u>	D	\$ 70.71	0	I	By Employees' Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee
Stock
Option
(right to
buy)

\$ 34.653 11/02/2007

M

45,632 01/04/1999 01/03/2009

Common
Stock

45,632

Employee
Stock
Option
(right to
buy)

\$ 34.653 11/02/2007

M

2,885 01/04/1999 01/03/2009

Common
Stock

2,885

Employee
Stock
Option
(right to
buy)

\$ 34.2036 11/02/2007

M

2,924 01/02/2001 01/01/2011

Common
Stock

2,924

Employee
Stock
Option
(right to
buy)

\$ 25.101 11/02/2007

M

3,984 01/02/2002 10/01/2012

Common
Stock

3,984

Employee
Stock
Option
(right to
buy)

\$ 18.76 11/02/2007

M

5,330 01/02/2003 01/02/2013

Common
Stock

5,330

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSEN MARSHALL O C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217	X		Chairman, President and CEO	

Signatures

Vincent M. Lichtenberger, By Power of
Attorney

11/06/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 77.4638 shares acquired by Employees' Savings Plan since the date of the reporting person's last ownership report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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