

GOODRICH CORP  
Form 4  
April 30, 2008

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**LINNERT TERRENCE G**

(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)  
**04/28/2008**

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)  
**Executive VP & General Counsel**

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	04/28/2008		M	36,664 A \$ 25.488	98,415	D	
Common Stock	04/28/2008		M	4,380 A \$ 34.203	102,795	D	
Common Stock	04/28/2008		S	5,400 D \$ 67.8	97,395	D	
Common Stock	04/28/2008		S	900 D \$ 67.81	96,495	D	
Common Stock	04/28/2008		S	1,200 D \$ 67.83	95,295	D	

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Common Stock	04/28/2008	S	1,500	D	\$ 67.84	93,795	D
Common Stock	04/28/2008	S	3,164	D	\$ 67.85	90,631	D
Common Stock	04/28/2008	S	4,100	D	\$ 67.86	86,531	D
Common Stock	04/28/2008	S	900	D	\$ 67.87	85,631	D
Common Stock	04/28/2008	S	2,980	D	\$ 67.88	82,651	D
Common Stock	04/28/2008	S	300	D	\$ 67.89	82,351	D
Common Stock	04/28/2008	S	200	D	\$ 67.93	82,151	D
Common Stock	04/28/2008	S	14,500	D	\$ 68	67,651	D
Common Stock	04/28/2008	S	100	D	\$ 68.005	67,551	D
Common Stock	04/28/2008	S	300	D	\$ 68.007	67,251	D
Common Stock	04/28/2008	S	700	D	\$ 68.01	66,551	D
Common Stock	04/28/2008	S	100	D	\$ 68.02	66,451	D
Common Stock	04/28/2008	S	1,600	D	\$ 68.04	64,851	D
Common Stock	04/28/2008	S	600	D	\$ 68.045	64,251	D
Common Stock	04/28/2008	S	1,600	D	\$ 68.05	62,651	D
Common Stock	04/28/2008	S	800	D	\$ 68.055	61,851	D
Common Stock	04/28/2008	S	100	D	\$ 68.058	61,751	D

Common Stock						4,627.9408 <u>(1)</u>	I	By Employees Savings Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	\$ 25.488	01/03/2000		M	36,664	01/03/2000	01/02/2010	Common Stock	36,664
Employee Stock Option (Right to Buy)	\$ 34.2036	01/02/2001		M	4,380	01/02/2001	01/01/2011	Common Stock	4,380

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINNERT TERRENCE G C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Executive VP & General Counsel	

## Signatures

Vincent M. Lichtenberger, by Power of Attorney 04/30/2008

\*\*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 347.458 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.