

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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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 *
Cottrill Scott A

(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)
11/05/2007

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)
Vice President and Controller

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: Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/05/2007		M	A	\$ 835	11,842	D
Common Stock	11/05/2007		M	A	\$ 2,289	14,131	D
Common Stock	11/05/2007		M	A	\$ 1,050	15,181	D
Common Stock	11/05/2007		M	A	\$ 18.76	16,651	D
Common Stock	11/05/2007		S	D	\$ 835	15,816	D

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Common Stock	11/05/2007	S	2,289	D	\$ 70.31	13,527	D
Common Stock	11/05/2007	S	2,420	D	\$ 70.32	11,107	D
Common Stock	11/05/2007	S	100	D	\$ 70.33	11,007	D

Common Stock						732.4414	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.

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(9-02)

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.2036	11/05/2007		M	835	<u>(1)</u> 01/01/2011	Common Stock	835
Employee Stock Option (right to buy)	\$ 37.0142	11/05/2007		M	2,289	<u>(2)</u> 04/16/2011	Common Stock	2,289
Employee Stock Option (right to buy)	\$ 37.0142	11/05/2007		M	1,050	<u>(2)</u> 04/16/2011	Common Stock	1,050

Employee Stock Option (right to buy)	\$ 18.76	11/05/2007	M	1,470	(3)	01/02/2013	Common Stock	1,470
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cottrill Scott A C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Vice President and Controller	

Signatures

Vincent M. Lichtenberger, by Power of Attorney	11/06/2007
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__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) The option vested as follows: 35% on 1/2/02, 35% on 1/2/03 and 30% on 1/2/04.
- (2) The option vested as follows: 35% on 4/17/02, 35% on 4/17/03, 30% on 4/17/04
- (3) The option vested as follows: 35% on 1/2/04, 35% on 1/2/05 and 30% on 1/2/06.

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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