

LINNERT TERRENCE G  
Form 4  
May 21, 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 \*  
LINNERT TERRENCE G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP & General Counsel

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28217

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/17/2007		M	A	13,079	\$ 34.653	D
Common Stock	05/17/2007		S	D	1,579	\$ 59.55	D
Common Stock	05/17/2007		S	D	500	\$ 59.56	D
Common Stock	05/17/2007		S	D	100	\$ 59.57	D
Common Stock	05/17/2007		S	D	300	\$ 59.58	D

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Common Stock	05/17/2007	S	1,400	D	\$ 59.59	64,500	D
Common Stock	05/17/2007	S	800	D	\$ 59.6	63,700	D
Common Stock	05/17/2007	S	900	D	\$ 59.61	62,800	D
Common Stock	05/17/2007	S	100	D	\$ 59.62	62,700	D
Common Stock	05/17/2007	S	300	D	\$ 59.64	62,400	D
Common Stock	05/17/2007	S	400	D	\$ 59.65	62,000	D
Common Stock	05/17/2007	S	400	D	\$ 59.66	61,600	D
Common Stock	05/17/2007	S	100	D	\$ 59.67	61,500	D
Common Stock	05/17/2007	S	100	D	\$ 59.68	61,400	D
Common Stock	05/17/2007	S	200	D	\$ 59.69	61,200	D
Common Stock	05/17/2007	S	900	D	\$ 59.7	60,300	D
Common Stock	05/17/2007	S	300	D	\$ 59.71	60,000	D
Common Stock	05/17/2007	S	600	D	\$ 59.73	59,400	D
Common Stock	05/17/2007	S	500	D	\$ 59.74	58,900	D
Common Stock	05/17/2007	S	900	D	\$ 59.75	58,000	D
Common Stock	05/17/2007	S	200	D	\$ 59.76	57,800	D
Common Stock	05/17/2007	S	400	D	\$ 59.77	57,400	D
Common Stock	05/17/2007	S	1,000	D	\$ 59.78	56,400	D
Common Stock	05/17/2007	S	500	D	\$ 59.79	55,900	D
Common Stock	05/17/2007	S	300	D	\$ 59.8	55,600	D
	05/17/2007	S	100	D	\$ 59.81	55,500	D

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Common  
Stock

Common Stock 05/17/2007 S 200 D \$ 59.83 55,300 D

Common  
Stock

4,134.4571 I

By  
Employee  
Savings  
Plan

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.653	05/17/2007		M	13,079	01/04/1999 01/03/2009	Common Stock	13,079

## 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

Terrence G.  
Linnert

05/21/2007

\_\_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).

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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