

GOODRICH CORP
Form 4
November 02, 2006

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 *
GRISIK JOHN J

(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)
10/31/2006

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 Vice President

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 (D) Price			
Common Stock	10/31/2006		M	4,347 A \$ 25.488	81,143.7535	D	
Common Stock	10/31/2006		M	1,000 A \$ 34.653	82,143.7535	D	
Common Stock	10/31/2006		M	2,520 A \$ 39.6846	84,663.7535	D	
Common Stock	10/31/2006		M	2,600 A \$ 38.4566	87,263.7535	D	
Common Stock	10/31/2006		M	9,792 A \$ 39.6846	97,055.7535	D	

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Common Stock	10/31/2006	M	8,249	A	\$ 38.4566	105,304.7535	D
Common Stock	10/31/2006	S	149	D	\$ 43.99	105,155.7535	D
Common Stock	10/31/2006	S	8,100	D	\$ 43.89	97,055.7535	D
Common Stock	10/31/2006	S	9,792	D	\$ 43.89	87,263.7535	D
Common Stock	10/31/2006	S	800	D	\$ 43.79	86,463.7535	D
Common Stock	10/31/2006	S	1,200	D	\$ 43.8	85,263.7535	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.488	10/31/2006		M	4,347	<u>(1)</u> 01/02/2010	Common Stock	4,347	
Employee Stock Option (right to buy)	\$ 34.653	10/31/2006		M	1,000	01/04/2002 01/03/2009	Common Stock	1,000	
Employee Stock	\$ 39.6846	10/31/2006		M	2,520	01/02/2001 01/01/2008	Common Stock	2,520	

Option (right to buy)									
Employee Stock Option (right to buy)	\$ 38.4566	10/31/2006	M	2,600	01/02/2000	01/01/2007	Common Stock	2,600	
Employee Stock Option (right to buy)	\$ 39.6846	10/31/2006	M	9,792	(2)	01/01/2008	Common Stock	9,792	
Employee Stock Option (right to buy)	\$ 38.4566	10/31/2006	M	8,249	(3)	01/01/2007	Common Stock	8,249	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRISIK JOHN J C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Executive Vice President	

Signatures

Joan M. Taffi, by power of attorney 11/02/2006

__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: 50% on 1/3/01 and 50% on 1/3/03.
- (2) The option vested as follows: 35% on 1/2/99, 35% on 1/2/00 and 30% on 1/2/01.
- (3) The option vested as follows: 35% on 1/2/98, 35% on 1/2/99 and 30% on 1/2/00.

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.