

GOODRICH CORP  
Form 8-K  
April 28, 2008



**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*(e) Executive Compensation Matters*

On April 22, 2008 at the 2008 annual meeting of our shareholders, our shareholders approved an amendment and restatement of the Goodrich Corporation 2001 Equity Compensation Plan. The terms and conditions of this amended and restated plan are described on pages 9 through 16 of our definitive proxy statement for the 2008 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 12, 2008, which description is incorporated by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit 10.1 Goodrich Corporation Amended and Restated 2001 Equity Compensation Plan, filed as Appendix B to Goodrich Corporation's definitive proxy statement filed March 12, 2008 (File No. 1-892), is incorporated herein by reference

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH CORPORATION  
(Registrant)

Date: April 28, 2008

By: /s/ Vincent M. Lichtenberger  
Vincent M. Lichtenberger  
Assistant Secretary

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