

Edgar Filing: GOODRICH CORP - Form 5

GOODRICH CORP
 Form 5
 February 13, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Young, A. Thomas
 12921 Esworthy Road
 Potomac, MD 20878

2. Issuer Name and Ticker or Trading Symbol

Goodrich Corporation
 GR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Phantom Stock Dividend	01/02/01	(A)	29.5840	(A)	\$35.6875	
Phantom Stock	01/31/01	(A)	56.2193	(A)	\$35.5750	
Phantom Stock	02/18/01	(A)	98.8875	(A)	\$40.45	
Phantom Stock	03/30/01	(A)	327.0539	(A)	\$38.22	
Phantom Stock Dividend	04/02/01	(A)	31.1996	(A)	\$38.3750	
Phantom Stock	04/17/01	(A)	77.68	(A)	\$38.62	
Phantom Stock	06/18/01	(A)	49.2490	(A)	\$40.61	

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	01							
Phantom Stock	06/29/	(A)	331.0820		(A)	\$37.7550		
	01							
Phantom Stock Dividend	07/02/	(A)	34.5260		(A)	38.15		
	01							
Phantom Stock	07/17/	(A)	79.2602		(A)	37.85		
	01							
Phantom Stock	08/16/	(A)	27.8087		(A)	\$35.96		
	01							
Phantom Stock	08/23/	(A)	28.7936		(A)	\$34.73		
	01							
Phantom Stock	09/03/	(A)	30.1659		(A)	\$33.15		
	01							
Phantom Stock	09/17/	(A)	36.4299		(A)	\$27.45		
	01							
Phantom Stock	09/28/	(A)	644.6622		(A)	\$19.39		
	01							
Phantom Stock Dividend	10/01/	(A)	77.6503		(A)	\$19.02		
	01							
Phantom Stock	10/16/	(A)	140.1214		(A)	\$21.41		
	01							
Phantom Stock	10/24/	(A)	49.0436		(A)	\$20.39		
	01							
Phantom Stock	12/04/	(A)	40.6256		(A)	\$24.6150		
	01							
Phantom Stock	12/31/	(A)	469.1312		(A)	\$26.6450	6,828.2415*	
	01							
Common Stock							1,000	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Phantom Stock Dividend	1-for-1	01/02/01	(A)	36.4567	A	Phantom Shares	36.4567/5

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Phantom Stock Dividend	1-for-1	04/02	(A)	34.1647	A			Phantom Shar	34.1647	38
		/01						es		0

Phantom Stock Dividend	1-for-1	04/17	(A)	1,294.6660	A			Phantom Shar	1,294.6	38
		/01						es	660	

Phantom Stock Dividend	1-for-1	07/02	(A)	43.9450	A			Phantom Shar	43.9450	38
		/01						es		

Phantom Stock Dividend	1-for-1	10/01	(A)	88.7792	A			Phantom Shar	88.7792	19
		/01						es		

Explanation of Responses:

* The phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and are to be settled in stock only upon the reporting person's retirement.

** The phantom stock units were accrued under Goodrich Corporation's Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

SIGNATURE OF REPORTING PERSON

/s/ A. Thomas Young

DATE

02-13-02