

CARMOLA JOHN J
Form 4
July 30, 2012

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 *
CARMOLA 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)
07/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP & Segment President -

6. Individual or Joint/Group Filing(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 (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 or Disposed of (A) or (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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/05/2012 | | G | | 2,000 | D | \$ 0 81,047 D |
| Common Stock ⁽¹⁾ | 07/26/2012 | | D | | 39,750 ⁽²⁾ | D | \$ 127.5 41,297 D |
| Common Stock ⁽¹⁾ | 07/26/2012 | | D | | 41,297 | D | \$ 127.5 0 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 88.635 | 07/26/2012 | | D | 22,000 | <u>(3)</u> 01/03/2021 | 01/03/2021 | Common Stock | 22,000 |
| Employee Stock Option (Right to Buy) | \$ 65.315 | 07/26/2012 | | D | 22,000 | <u>(3)</u> 01/04/2020 | 01/04/2020 | Common Stock | 22,000 |
| Employee Stock Option (Right to Buy) | \$ 38.37 | 07/26/2012 | | D | 28,000 | <u>(3)</u> 01/02/2019 | 01/02/2019 | Common Stock | 28,000 |
| Employee Stock Option (Right to Buy) | \$ 69.865 | 07/26/2012 | | D | 28,000 | <u>(3)</u> 01/02/2018 | 01/02/2018 | Common Stock | 28,000 |
| Employee Stock Option (Right to Buy) | \$ 45.87 | 07/26/2012 | | D | 16,500 | <u>(3)</u> 01/03/2017 | 01/03/2017 | Common Stock | 16,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARMOLA JOHN J
C/O GOODRICH CORPORATION
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

VP & Segment President -

Signatures

Joan M. Taffi, By Power of
Attorney

07/30/2012

__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).
Each share of common stock or phantom stock was disposed of in exchange for a cash payment of \$127.50 per share pursuant to the
(1) Agreement and Plan of Merger by and among United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated as of September 21, 2011.
(2) Restricted Stock Units that vested on the effective date of the merger and were disposed of in exchange for a cash payment equal to \$127.50 per share.
(3) The stock option vests in equal annual installments on each of the first three anniversaries of the grant date.
(4) This option was canceled in the merger in exchange for a cash payment equal to the difference between \$127.50 and the exercise price per share set forth in Column 2.

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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