

EGNOTOVICH CYNTHIA M
 Form 4
 May 04, 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 *
 EGNOTOVICH CYNTHIA M

(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)
 05/02/2007

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)
 VP & Segment 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/02/2007		M	1,967	A \$ 39.6846	46,727.3725	D
Common Stock	05/02/2007		S	1,967	D \$ 56.98	44,760.3725	D
Common Stock	05/02/2007		M	2,102	A \$ 40.2238	46,862.3725	D
Common Stock	05/02/2007		S	2,102	D \$ 56.96	44,760.3725	D
Common Stock	05/02/2007		M	1,372	A \$ 39.6846	46,132.3725	D

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Common Stock 05/02/2007 M 1,132 A \$ 40.2238 47,264.3725 D

Common Stock 05/02/2007 F 1,759 D \$ 56.8 45,505.3725 D

Common Stock 1,117.6818 I By Employees' Savings Plan

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

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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	
Employee Stock Option (right to buy)	\$ 39.6846	05/02/2007		M	1,967	01/02/1998 01/01/2008	Common Stock	1,967	
Employee Stock Option (right to buy)	\$ 40.2238	05/02/2007		M	2,102	01/07/1998 01/26/2008	Common Stock	2,102	
Employee Stock Option (right to buy)	\$ 39.6846	05/02/2007		M	1,372	01/02/1998 01/01/2008	Common Stock	1,372	
Employee Stock	\$ 40.2238	05/02/2007		M	1,132	01/27/1998 01/26/2008	Common Stock	1,132	

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGNOTOVICH CYNTHIA M C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			VP & Segment President	

Signatures

By: Vincent M. Lichtenberger, by power of attorney
05/03/2007

__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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