

GOODRICH CORP
Form 3
March 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Witowski Gerald T</p> <p>(Last) (First) (Middle)</p> <p>14300 JUDICIAL ROAD</p> <p>(Street)</p> <p>BURNSVILLE, MN 55306</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>03/15/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GOODRICH CORP [GR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Segment President-Electronics</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,004 ⁽¹⁾ | D | W |
| Common Stock | 278 | I | By Trust |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 01/01/2008 | Common Stock | 2,520 | \$ 39.6846 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/01/2011 | Common Stock | 1,377 | \$ 34.2036 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/01/2011 | Common Stock | 5,509 | \$ 37.0142 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 07/15/2011 | Common Stock | 5,843 | \$ 36.444 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/01/2012 | Common Stock | 2,848 | \$ 25.101 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/01/2013 | Common Stock | 13,100 | \$ 18.76 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/16/2014 | Common Stock | 8,000 | \$ 30.53 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/02/2015 | Common Stock | 9,000 | \$ 32.43 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/03/2016 | Common Stock | 10,000 | \$ 40.405 | D | Â |
| Phantom Stock | Â (4) | Â (4) | Common Stock | 552.6572 (4) | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Witowski Gerald T 14300 JUDICIAL ROAD BURNSVILLE, MN 55306 | Â | Â | Â Segment President-Electronics | Â |

Signatures

Gerald T. Witowski 03/17/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 12,000 restricted stock units which vests 50% after 3 years, 25% after 4 years, and 25% after 5 years.
- (2) Fully vested.

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- (3) The stock option vests over three years in equal annual installments.

The phantom stock units were accrued under the Goodrich Corporation Performance Deferred Compensation Plan as a result of the

- (4) deferral of certain performance shares that were earned and payable under the Goodrich Corporation 2000-2002 and 2001-2003 Long-Term Incentive Plans.

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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