

GOODRICH CORP  
Form 4  
April 30, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Witowski Gerald T

(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)  
04/28/2008

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)  
Executive Vice 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/28/2008		M	9,000	A	\$ 32.43	41,473	D
Common Stock	04/28/2008		M	6,666	A	\$ 40.405	48,139	D
Common Stock	04/28/2008		S	3,900	D	\$ 68.18	44,239	D
Common Stock	04/28/2008		S	100	D	\$ 68.19	44,139	D
Common Stock	04/28/2008		S	800	D	\$ 68.2	43,339	D

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Common Stock	04/28/2008	S	1,000	D	\$ 68.21	42,339	D	
Common Stock	04/28/2008	S	8,000	D	\$ 68.22	34,339	D	
Common Stock	04/28/2008	S	300	D	\$ 68.23	34,039	D	
Common Stock	04/28/2008	S	1,566	D	\$ 68.24	32,473	D	
Common Stock						278	I	By Trust

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

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(9-02)

**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 (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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.43	01/03/2005		M	9,000	<u>(1)</u> 01/02/2015	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 40.405	01/03/2006		M	6,666	<u>(2)</u> 01/03/2016	Common Stock	6,666

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director      10% Owner      Officer      Other

Witowski Gerald T  
C/O GOODRICH CORPORATION  
2730 WEST TYVOLA ROAD  
CHARLOTTE, NC 28217

Executive  
Vice  
President

## Signatures

Vincent M. Lichtenberger, By Power of  
Attorney

04/30/2008

\_\_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).
- (1) The option vested as follows: 33.33% on 1/3/06, 33.33% on 1/3/07 and 33.34% on 1/3/08.
- (2) The option vests as follows: 33.33% on 1/3/07, 33.33% on 1/3/08 and 33.34% on 1/3/09.

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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