

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

Holland, William R.

c/o Goodrich Corporation

2730 West Tyvola Rd.

Charlotte, NC 28217

2. Issuer Name and Ticker or Trading Symbol

GOODRICH CORPORATION

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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) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Year
Phantom Stock Dividend	01/02/01	(A)	6.3980	(A)	\$35.6875	
Phantom Stock	03/30/01	(A)	163.5269	(A)	\$38.22	
Phantom Stock Dividend	04/02/01	(A)	6.9835	(A)	\$38.3750	
Phantom Stock	06/29/01	(A)	165.5410	(A)	\$37.7550	
Phantom Stock Dividend	07/02/01	(A)	8.2537	(A)	\$38.15	
Phantom Stock	09/28/01	(A)	322.3311	(A)	\$19.39	

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Phantom Stock Dividend	10/01/	(A)	19.0678		(A)	\$19.02			
	01								
Phantom Stock	12/31/	(A)	234.5656		(A)	\$26.6450	1,894.7635*		
	01								
Common Stock							5,000		

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

1.Title of Derivative Security	2.Con version or Exer cise Pr ice of Deriva tive Secu rity	3. Transaction Date	4. Code	5.Number of Derivative Securities Acquired(A) or Disposed of(D) Amount	6.Date Exercisable and Expiration Date(Month/Day/Year) Date Expiration Date	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of of vat Sec rit
Phantom Stock Dividend	1-for-1 	01/02/01 	(A) 	10.3122 	A 	Phantom Shares 	10.3122
Phantom Stock Dividend	1-for-1 	04/02/01 	(A) 	9.6640 	A 	Phantom Shares 	9.6640
Phantom Stock	1-for-1 	04/17/01 	(A) 	1,294.6660 	A 	Phantom Shares 	1,294.6
Phantom Stock Dividend	1-for-1 	07/02/01 	(A) 	19.1229 	A 	Phantom Shares 	19.1229
Phantom Stock Dividend	1-for-1 	10/01/01 	(A) 	38.6330 	A 	Phantom Shares 	38.6330

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's Corporation 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/ William R. Holland

DATE

02/09/01