

Edgar Filing: GOODRICH CORP - Form 5

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

DeLoach, Jr., Harris E.

c/o Sonoco

North Second Street

Hartsville, SC 29550

2. Issuer Name and Ticker or Trading Symbol

Goodrich Corporation

GR

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)

Director

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	04/17/01	(A)	25.8933	(A)	\$38.62	
Phantom Stock	06/18/01	(A)	24.6245	(A)	\$40.61	
Phantom Stock	06/29/01	(A)	331.0820	(A)	\$37.7550	
Phantom Stock Dividend	07/02/01	(A)	0.1866	(A)	\$38.15	
Phantom Stock	07/17/01	(A)	79.2602	(A)	\$37.85	
Phantom Stock	08/16/01	(A)	27.8087	(A)	\$35.96	

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Phantom Stock	08/23/	(A)	28.7936		(A) \$34.73		
	01						
Phantom Stock	09/03/	(A)	30.1659		(A) \$33.15		
	01						
Phantom Stock	09/17/	(A)	36.4299		(A) \$27.45		
	01						
Phantom Stock	09/28/	(A)	644.6622		(A) \$19.39		
	01						
Phantom Stock Dividend	10/01/	(A)	7.9206		(A) \$19.02		
	01						
Phantom Stock	10/10/	(A)	48.2625		(A) \$20.72		
	01						
Phantom Stock	10/16/	(A)	93.4143		(A) \$21.41		
	01						
Phantom Stock	10/24/	(A)	49.0436		(A) \$20.39		
	01						
Phantom Stock	11/16/	(A)	43.5066		(A) \$22.9850		
	01						
Phantom Stock	12/04/	(A)	81.2513		(A) \$24.6150		
	01						
Phantom Stock	12/31/	(A)	469.1312		(A) \$26.6450	2,021.4370*	
	01						
Common Stock						1,000	

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 De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6.Date Exer cisable and Expiration Date(Month/ Day/Year) Date Expir ation Exer- cisa- ble	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of of vat Sec rit
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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.

SIGNATURE OF REPORTING PERSON

/s/ Harris E. DeLoach, Jr.

DATE

02/13/02