

EGNOTOVICH CYNTHIA M

Form 4

November 01, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)
10/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP & Segment President -

6. Individual or Joint/Group Filing(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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2007		M		19,700	A	\$ 30.53	67,590.372	D	
Common Stock	10/30/2007		M		1,592	A	\$ 34.2036	69,182.372	D	
Common Stock	10/30/2007		S		7,292	D	\$ 69.92	61,890.372	D	
Common Stock	10/30/2007		S		900	D	\$ 69.93	60,990.372	D	
Common Stock	10/30/2007		S		1,000	D	\$ 69.94	59,990.372	D	

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Common Stock	10/30/2007	S	2,000	D	\$ 69.95	57,990.372	D
Common Stock	10/30/2007	S	700	D	\$ 69.96	57,290.372	D
Common Stock	10/30/2007	S	1,600	D	\$ 69.97	55,690.372	D
Common Stock	10/30/2007	S	1,900	D	\$ 69.98	53,790.372	D
Common Stock	10/30/2007	S	700	D	\$ 69.99	53,090.372	D
Common Stock	10/30/2007	S	900	D	\$ 70	52,190.372	D
Common Stock	10/30/2007	S	300	D	\$ 70.01	51,890.372	D
Common Stock	10/30/2007	S	500	D	\$ 70.02	51,390.372	D
Common Stock	10/30/2007	S	1,800	D	\$ 70.03	49,590.372	D
Common Stock	10/30/2007	S	300	D	\$ 70.04	49,290.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.05	49,190.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.07	49,090.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.09	48,990.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.16	48,890.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.17	48,790.372	D
Common Stock	10/30/2007	S	100	D	\$ 70.2	48,690.372	D
Common Stock	10/30/2007	S	600	D	\$ 70.25	48,090.372	D
Common Stock	10/30/2007	S	200	D	\$ 70.28	47,890.372	D
Common Stock	10/30/2007	M	2,171	A	\$ 25.488	50,061.372	D
Common Stock	10/30/2007	F	796	D	\$ 69.46	49,265.372	D
						11,217.13	I

Common
StockBy
Employees
Savings
Plan

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 30.53	10/30/2007		M		19,700		<u>(1)</u>	02/16/2014	Common Stock	19,700
Employee Stock Option (right to buy)	\$ 34.2036	10/30/2007		M		1,592		<u>(2)</u>	01/01/2011	Common Stock	1,592
Employee Stock Option (right to buy)	\$ 25.488	10/30/2007		M		2,171		<u>(3)</u>	01/02/2010	Common Stock	2,171

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EGNOTOVICH CYNTHIA M C/O GOODRICH CORPORATION	VP & Segment President -

2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

Signatures

Vincent M. Lichtenberger, By Power of
Attorney

11/01/2007

____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).
- (1) The option vested as follows: 33.33% on 2/17/05, 33.33% on 2/17/06 and 33.34% on 2/17/07.
- (2) The option vested as follows: 35% on 1/2/02, 35% on 1/2/03 and 30% on 1/2/04.
- (3) The option vested as follows: 35% on 1/3/01, 35% on 1/3/02 and 30% on 1/3/03

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