

GOODRICH CORP  
Form 4  
October 02, 2002

**FORM 4**

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

OMB APPROVAL

\_ 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**

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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

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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Holland, William R.</b>			<b>Goodrich Corporation - GR</b>				<input checked="" type="checkbox"/> Director —		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		<input type="checkbox"/> 10% Owner —		
c/o Goodrich Corporation 2730 West Tyvola Road					10/01/02		<input type="checkbox"/> Officer (give title below) —		
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/> Other (specify below)		
Charlotte, NC 28217							7. Individual or Joint/Group Filing (Check Applicable Line)		
(City)							<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(State)							<input type="checkbox"/> Form filed by More than One Reporting Person		
(Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			
Phantom Stock Dividend	01/02/02	01/02/02	A	V	17.4322	A	26.1900		D	
Phantom Stock	03/28/02	03/28/02	A	V	196.7574	A	31.7650		D	
Phantom Stock Dividend	04/01/02	04/01/02	A	V	16.5674	A	31.7400		D	
Phantom Stock <sup>(1)</sup>	06/03/02	06/03/02	A	V	92.2115	A	32.03		D	
Phantom Stock	06/28/02	06/28/02	A	V	228.1022	A	27.40		D	
Phantom Stock Dividend	07/01/02	07/01/02	A	V	16.4368	A	26.9850		D	
Phantom Stock	09/30/02	09/30/02	A		331.0381	A	18.88		D	
Phantom Stock Dividend	10/01/02	10/01/02	A		25.0674	A	19.645	2818.3765 <sup>(2)</sup>	D	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. N of In Bene Own (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Dividend	1-for-1	01/02/02	01/02/02	A	V	28.4624				Phantom Shares	28.4624	26.1900		D	
Phantom Stock Dividend	1-for-1	04/01/02	04/01/02	A	V	23.7322				Phantom Shares	23.7322	31.7400		D	
Phantom Stock Dividend	1-for-1	04/16/02	04/16/02	A	V	1494.7683				Phantom Shares	1494.7683	33.4500		D	
Phantom Stock <sup>(3)</sup>	1-for-1	06/03/02	06/03/02	A	V	184.7079				Phantom Shares	184.7079	32.03		D	
Phantom Stock Dividend	1-for-1	07/01/02	07/01/02	A	V	32.9243				Phantom Shares	32.9243	26.9850		D	
Phantom Stock Dividend	1-for-1	10/01/02	10/01/02	A		45.5612				Phantom Shares	45.5612	19.645	4520.8031 <sup>(4)</sup>	D	

Explanation of Responses:

(1) Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Director's Deferred Compensation Plan.

(2) 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.

(3) Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Outside Director's Phantom Share Plan.

(4) The phantom stock units were accrued under Goodrich Corporation's Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

By: /s/ **William R. Holland**  
**William R. Holland**

**10/01/2002**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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