

GOODRICH CORP
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
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)
02/15/2005

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)
President, Electronic Systems

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2005		F	194	D \$ 36.61	34,573.372 (1)	D
Common Stock	02/17/2005		M	10,330	A \$ 18.76	44,903.372	D
Common Stock	02/17/2005		S	10,330	D \$ 35.9334	34,573.372	D
Common Stock	02/17/2005		M	3,690	A \$ 25.1	38,263.372	D
Common Stock	02/17/2005		S	3,690	D \$ 35.9334	34,573.372	D

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Common Stock	02/17/2005	M	850	A	\$ 25.49	35,423.372	D	
Common Stock	02/17/2005	S	850	D	\$ 35.9334	34,573.372	D	
Common Stock	02/17/2005	M	2,430	A	\$ 25.49	37,003.372	D	
Common Stock	02/17/2005	S	2,430	D	\$ 35.9334	34,573.372	D	
Common Stock						9,557.708	I	By 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)	\$ 18.76	02/17/2005		M	10,330	(2) 01/02/2013	Common Stock 10,330
Employee Stock Option (right to buy)	\$ 25.1	02/17/2005		M	3,690	(2) 01/01/2012	Common Stock 3,690
Employee Stock Option (right to buy)	\$ 25.49	02/17/2005		M	850	(2) 02/21/2010	Common Stock 850

buy) Employee Stock Option	\$ 25.49	02/17/2005	M	2,430	<u>(2)</u>	01/02/2010	Common Stock	2,430
(right to buy)								

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EGNOTOVICH CYNTHIA M C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217	President, Electronic Systems

Signatures

Cynthia M. Egnotovich	02/18/2005
**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) Includes 284.0935 shares acquired pursuant to the Employee Stock Purchase Plan.
- (2) Fully vested.

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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