

EGNOTOVICH CYNTHIA M
Form 4
August 31, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
08/27/2009

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)
VP & Segment President -

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 | 08/27/2009 | | M | 7,028 | A \$ 37.0142 | 67,607.372 | D |
| Common Stock | 08/27/2009 | | S | 7,028 | D \$ 56.64 (1) | 60,579.372 | D |
| Common Stock | 08/27/2009 | | M | 522 | A \$ 25.488 | 61,101.372 | D |
| Common Stock | 08/27/2009 | | F | 235 | D \$ 56.515 | 60,866.372 | D |
| Common Stock | 08/27/2009 | | M | 682 | A \$ 34.2036 | 61,548.372 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|------------|---|
| Common Stock | 08/27/2009 | F | 412 | D | \$ 56.515 | 61,136.372 | D |
| Common Stock | 08/27/2009 | M | 3,319 | A | \$ 25.101 | 64,455.372 | D |
| Common Stock | 08/27/2009 | F | 1,474 | D | \$ 56.515 | 62,981.372 | D |
| Common Stock | 08/27/2009 | M | 2,070 | A | \$ 37.0142 | 65,051.372 | D |
| Common Stock | 08/27/2009 | F | 1,355 | D | \$ 56.515 | 63,696.372 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-------------|---|----------------------------|
| Common Stock | | | | | | 12,354.3927 | I | By Employee's 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 37.0142 | 08/27/2009 | | M | 7,028 | 04/17/2001 04/16/2011 | Common Stock | 7,028 |
| Employee Stock Option (right to buy) | \$ 25.488 | 08/27/2009 | | M | 522 | (2) 02/21/2010 | Common Stock | 522 |

| | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 34.2036 | 08/27/2009 | M | 682 | 01/02/2001 | 01/01/2011 | Common Stock | 682 |
| Employee Stock Option (right to buy) | \$ 25.101 | 08/27/2009 | M | 3,319 | 01/02/2002 | 01/01/2012 | Common Stock | 3,319 |
| Employee Stock Option (right to buy) | \$ 37.0142 | 08/27/2009 | M | 2,070 | 04/17/2001 | 04/16/2011 | Common Stock | 2,070 |

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 | | | VP & Segment President - | |

Signatures

Vincent M. Lichtenberger, By Power of Attorney 08/31/2009

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.62 to \$56.69, inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

(2) The option vested as follows: 35% on 2/22/01, 35% on 2/22/02 and 30% on 2/22/03.

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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