

Pollino Jennifer  
Form 4  
July 30, 2012

# 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 \*  
Pollino Jennifer

2. Issuer Name and Ticker or Trading Symbol  
GOODRICH CORP [GR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP - Human Resources

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28217

(City) (State) (Zip)

### 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	06/28/2012		G	V 7,900 D \$ 0	23,811.43 (2)	D	
Common Stock (1)	07/26/2012		D	14,625 (3) D \$ 127.5	9,186.43	D	
Common Stock (1)	07/26/2012		D	9,186.43 D \$ 127.5	0	D	
Common Stock (1)	07/26/2012		D	7,785.9282 D \$ 127.5	0	I	By Employees' Savings Plan

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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)	\$ 86.31	07/26/2012		D	2,000	<u>(4)</u> 06/07/2021	Common Stock 2,000
Employee Stock Option (Right to Buy)	\$ 88.635	07/26/2012		D	13,000	<u>(4)</u> 01/03/2021	Common Stock 13,000
Employee Stock Option (Right to Buy)	\$ 65.315	07/26/2012		D	13,000	<u>(4)</u> 01/04/2020	Common Stock 13,000
Employee Stock Option (Right to Buy)	\$ 38.37	07/26/2012		D	17,000	<u>(4)</u> 01/02/2019	Common Stock 17,000
Employee Stock Option (Right to Buy)	\$ 69.865	07/26/2012		D	17,000	<u>(4)</u> 01/02/2018	Common Stock 17,000
Employee Stock Option	\$ 45.87	07/26/2012		D	9,400	<u>(4)</u> 01/03/2017	Common Stock 9,400

