

Witowski Gerald T  
 Form 4  
 November 02, 2007

**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 \*  
 Witowski Gerald T

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)  
 11/01/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Segment President-Electronics

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/01/2007		M	A	\$ 36.444 29,692	D	
Common Stock	11/01/2007		M	A	\$ 34.2036 30,556	D	
Common Stock	11/01/2007		M	A	\$ 37.0142 32,209	D	
Common Stock	11/01/2007		M	A	\$ 36.444 32,886	D	
Common Stock	11/01/2007		M	A	\$ 25.101 35,734	D	

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Common Stock	11/01/2007	M	4,549	A	\$ 18.76	40,283	D
Common Stock	11/01/2007	S	164	D	\$ 67.33	40,119	D
Common Stock	11/01/2007	S	853	D	\$ 67.36	39,226	D
Common Stock	11/01/2007	S	100	D	\$ 67.37	39,166	D
Common Stock	11/01/2007	S	5,974	D	\$ 67.42	33,192	D
Common Stock	11/01/2007	S	600	D	\$ 67.45	32,592	D
Common Stock	11/01/2007	S	100	D	\$ 67.46	32,492	D
Common Stock	11/01/2007	S	300	D	\$ 67.74	32,192	D
Common Stock	11/01/2007	S	1,266	D	\$ 67.8	30,926	D
Common Stock	11/01/2007	S	1,500	D	\$ 67.81	29,426	D
Common Stock	11/01/2007	S	100	D	\$ 67.9	29,326	D
Common Stock	11/01/2007	S	100	D	\$ 67.91	29,226	D
Common Stock	11/01/2007	S	500	D	\$ 68	28,726	D
Common Stock	11/01/2007	S	100	D	\$ 68.01	28,626	D
Common Stock	11/01/2007	S	300	D	\$ 68.02	28,326	D
Common Stock	11/01/2007	S	200	D	\$ 68.03	28,126	D
Common Stock	11/01/2007	S	200	D	\$ 68.04	27,926	D
Common Stock	11/01/2007	S	200	D	\$ 68.08	27,726	D
Common Stock	11/01/2007	S	400	D	\$ 68.09	27,326	D
Common Stock	11/01/2007	S	100	D	\$ 68.13	27,226	D
	11/01/2007	S	100	D	\$ 68.15	27,126	D

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Common  
Stock

Common Stock 11/01/2007 S 600 D \$ 68.16 26,526 D

Common Stock 278 I By Trust

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

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SEC 1474  
(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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.444	11/01/2007		M	5,166	<u>(1)</u> 07/15/2011	Common Stock	5,166
Employee Stock Option (right to buy)	\$ 34.2036	11/01/2007		M	864	<u>(2)</u> 01/01/2011	Common Stock	864
Employee Stock Option (right to buy)	\$ 37.0142	11/01/2007		M	1,653	<u>(3)</u> 04/16/2011	Common Stock	1,653
Employee Stock Option (right to buy)	\$ 36.444	11/01/2007		M	677	<u>(1)</u> 07/15/2011	Common Stock	677

buy)										
Employee Stock Option (right to buy)	\$ 25.101	11/01/2007		M	2,848	(4)	01/01/2012	Common Stock	2,848	
Employee Stock Option (right to buy)	\$ 18.76	11/01/2007		M	4,549	(5)	01/02/2013	Common Stock	4,549	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Witowski Gerald T C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Segment President-Electronics	

## Signatures

Vincent M. Lichtenberger, By Power of Attorney

11/02/2007

\_\_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: 35% on 7/16/02, 35% on 7/16/03 and 30% on 7/16/04

(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 4/17/02, 35% on 4/17/03 and 30% on 4/17/04.

(4) The option vested as follows: 35% on 1/2/03, 35% on 1/2/04 and 30% on 1/2/05

(5) The option vested as follows: 35% on 1/2/04, 35% on 1/2/05 and 30% on 1/2/06.

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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