

GOODRICH CORP
Form 4
May 03, 2006

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 *
LARSEN MARSHALL O

(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)
05/02/2006

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)
Chairman, President and CEO

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)
			Code	V	Amount or Price		
Common Stock	05/02/2006		M		100,000 A \$ 14.29	252,687	D
Common Stock	05/02/2006		M		25,041 A \$ 38.4566	277,728	D
Common Stock	05/02/2006		S		200 D \$ 46.33	277,528	D
Common Stock	05/02/2006		S		3,200 D \$ 46.34	274,328	D
Common Stock	05/02/2006		S		15,300 D \$ 46.35	259,028	D

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Common Stock	05/02/2006	S	2,298	D	\$ 46.36	256,730	D
Common Stock	05/02/2006	S	900	D	\$ 46.37	255,830	D
Common Stock	05/02/2006	S	1,900	D	\$ 46.38	253,930	D
Common Stock	05/02/2006	S	600	D	\$ 46.39	253,330	D
Common Stock	05/02/2006	S	1,900	D	\$ 46.4	251,430	D
Common Stock	05/02/2006	S	3,200	D	\$ 46.41	248,230	D
Common Stock	05/02/2006	S	12,800	D	\$ 46.42	235,430	D
Common Stock	05/02/2006	S	3,900	D	\$ 46.43	231,530	D
Common Stock	05/02/2006	S	6,700	D	\$ 46.44	224,830	D
Common Stock	05/02/2006	S	5,100	D	\$ 46.45	219,730	D
Common Stock	05/02/2006	S	10,200	D	\$ 46.46	209,530	D
Common Stock	05/02/2006	S	1,700	D	\$ 46.47	207,830	D
Common Stock	05/02/2006	S	4,400	D	\$ 46.48	203,430	D
Common Stock	05/02/2006	S	4,500	D	\$ 46.49	198,930	D
Common Stock	05/02/2006	S	13,200	D	\$ 46.5	185,730	D
Common Stock	05/02/2006	S	8,400	D	\$ 46.51	177,330	D
Common Stock	05/02/2006	S	4,400	D	\$ 46.52	172,930	D
Common Stock	05/02/2006	S	4,000	D	\$ 46.53	168,930	D
Common Stock	05/02/2006	S	5,400	D	\$ 46.54	163,530	D
Common Stock	05/02/2006	S	5,631	D	\$ 46.55	157,899	D
	05/02/2006	S	900	D	\$ 46.56	156,999	D

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Common Stock								
Common Stock	05/02/2006		S	1,100	D	\$ 46.57	155,899	D
Common Stock	05/02/2006		S	1,800	D	\$ 46.58	154,099	D
Common Stock	05/02/2006		S	500	D	\$ 46.59	153,599	D
Common Stock							23,658.9353	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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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 Number of Shares
Employee Stock Option (right to buy)	\$ 14.29	05/02/2006		M	100,000	04/15/2003 04/15/2013	Common Stock	100,000	
Employee Stock Option (right to buy)	\$ 38.4566	05/02/2006		M	25,041	01/02/1997 01/01/2007	Common Stock	25,041	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LARSEN MARSHALL O
C/O GOODRICH CORPORATION
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

X

Chairman,
President and
CEO

Signatures

Sally L. Geib, by power of
attorney

05/03/2006

__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).

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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