

CARMOLA JOHN J
Form 4
November 02, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CARMOLA JOHN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
VP & Segment President -

(Last) (First) (Middle)
C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/01/2007		M			10,208	A	\$ 37.0142	65,988	D	
Common Stock	11/01/2007		M			20,000	A	\$ 30.53	85,988	D	
Common Stock	11/01/2007		S			308	D	\$ 67.14	85,680	D	
Common Stock	11/01/2007		S			1,900	D	\$ 67.2	83,780	D	
Common Stock	11/01/2007		S			5,200	D	\$ 67.21	78,580	D	

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Common Stock	11/01/2007	S	100	D	\$ 67.23	78,480	D
Common Stock	11/01/2007	S	300	D	\$ 67.24	78,180	D
Common Stock	11/01/2007	S	100	D	\$ 67.25	78,080	D
Common Stock	11/01/2007	S	2,400	D	\$ 67.27	75,680	D
Common Stock	11/01/2007	S	100	D	\$ 67.28	75,580	D
Common Stock	11/01/2007	S	300	D	\$ 67.29	75,280	D
Common Stock	11/01/2007	S	100	D	\$ 67.3	75,180	D
Common Stock	11/01/2007	S	200	D	\$ 67.32	74,980	D
Common Stock	11/01/2007	S	200	D	\$ 67.35	74,780	D
Common Stock	11/01/2007	S	200	D	\$ 67.38	74,580	D
Common Stock	11/01/2007	S	100	D	\$ 67.41	74,480	D
Common Stock	11/01/2007	S	2,900	D	\$ 67.42	71,580	D
Common Stock	11/01/2007	S	300	D	\$ 67.45	71,280	D
Common Stock	11/01/2007	S	5,500	D	\$ 67.46	65,780	D
Common Stock	11/01/2007	S	1,000	D	\$ 67.69	64,780	D
Common Stock	11/01/2007	S	700	D	\$ 67.7	64,080	D
Common Stock	11/01/2007	S	2,000	D	\$ 67.71	62,080	D
Common Stock	11/01/2007	S	3,000	D	\$ 67.75	59,080	D
Common Stock	11/01/2007	S	400	D	\$ 67.76	58,680	D
Common Stock	11/01/2007	S	200	D	\$ 67.77	58,480	D
	11/01/2007	S	400	D	\$ 67.78	58,080	D

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Common Stock							
Common Stock	11/01/2007	S	100	D	\$ 67.79	57,980	D
Common Stock	11/01/2007	S	1,100	D	\$ 67.8	56,880	D
Common Stock	11/01/2007	S	200	D	\$ 67.82	56,680	D
Common Stock	11/01/2007	S	400	D	\$ 67.83	56,280	D

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.0142	11/01/2007		M	10,208	04/17/2001	04/16/2011	Common Stock	10,208
Employee Stock Option (right to buy)	\$ 30.53	11/01/2007		M	20,000	<u>(1)</u>	02/16/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARMOLA JOHN J
C/O GOODRICH CORPORATION
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

VP & Segment President -

Signatures

Vincent M.

Lichtenberger

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: 33.33% on 2/17/05, 33.33% on 2/17/06 and 33.34% on 2/17/07.

Remarks:

FIRST OF TWO FORM 4s FILED THIS DATE.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.