

GOODRICH CORP
Form 8-K
April 28, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 22, 2008

GOODRICH CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other Jurisdiction of
Incorporation)

1-892

(Commission File Number)

34-0252680

(IRS Employer Identification No.)

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, North Carolina

(Address of Principal Executive Offices)

28217

(Zip Code)

Registrant's telephone number, including area code: **(704) 423-7000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Executive Compensation Matters

On April 22, 2008 at the 2008 annual meeting of our shareholders, our shareholders approved an amendment and restatement of the Goodrich Corporation 2001 Equity Compensation Plan. The terms and conditions of this amended and restated plan are described on pages 9 through 16 of our definitive proxy statement for the 2008 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 12, 2008, which description is incorporated by reference.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 10.1 Goodrich Corporation Amended and Restated 2001 Equity Compensation Plan, filed as Appendix B to Goodrich Corporation's definitive proxy statement filed March 12, 2008 (File No. 1-892), is incorporated herein by reference

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH CORPORATION
(Registrant)

Date: April 28, 2008

By: /s/ Vincent M. Lichtenberger
Vincent M. Lichtenberger
Assistant Secretary

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