

LINNERT TERRENCE G
Form 4
November 01, 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 *
LINNERT TERRENCE G

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)
10/30/2007

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP & General Counsel

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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/30/2007		M			29,215	A	\$ 37.0142	83,950	D	
Common Stock	10/30/2007		S			100	D	\$ 68.65	83,850	D	
Common Stock	10/30/2007		S			200	D	\$ 68.71	83,650	D	
Common Stock	10/30/2007		S			100	D	\$ 68.74	83,550	D	
Common Stock	10/30/2007		S			1,100	D	\$ 68.81	82,450	D	

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Common Stock	10/30/2007	S	200	D	\$ 68.83	82,250	D
Common Stock	10/30/2007	S	300	D	\$ 68.84	81,950	D
Common Stock	10/30/2007	S	400	D	\$ 68.85	81,550	D
Common Stock	10/30/2007	S	100	D	\$ 68.86	81,450	D
Common Stock	10/30/2007	S	400	D	\$ 68.88	81,050	D
Common Stock	10/30/2007	S	200	D	\$ 68.9	80,850	D
Common Stock	10/30/2007	S	1,800	D	\$ 68.91	79,050	D
Common Stock	10/30/2007	S	100	D	\$ 68.93	78,950	D
Common Stock	10/30/2007	S	200	D	\$ 68.94	78,750	D
Common Stock	10/30/2007	S	200	D	\$ 68.95	78,550	D
Common Stock	10/30/2007	S	100	D	\$ 68.96	77,450	D
Common Stock	10/30/2007	S	1,100	D	\$ 68.97	77,350	D
Common Stock	10/30/2007	S	300	D	\$ 68.98	77,050	D
Common Stock	10/30/2007	S	800	D	\$ 68.99	76,250	D
Common Stock	10/30/2007	S	1,900	D	\$ 69	74,350	D
Common Stock	10/30/2007	S	100	D	\$ 69.01	74,250	D
Common Stock	10/30/2007	S	300	D	\$ 69.02	73,950	D
Common Stock	10/30/2007	S	100	D	\$ 69.04	73,850	D
Common Stock	10/30/2007	S	100	D	\$ 69.06	73,750	D
Common Stock	10/30/2007	S	100	D	\$ 69.26	73,650	D
	10/30/2007	S	200	D	\$ 69.27	73,450	D

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Common Stock							
Common Stock	10/30/2007		S	200	D	\$ 69.28	73,250 D
Common Stock	10/30/2007		S	100	D	\$ 69.29	73,150 D
Common Stock	10/30/2007		S	200	D	\$ 69.3	72,950 D
Common Stock	10/30/2007		S	400	D	\$ 69.31	72,550 D

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 37.0142	10/30/2007		M	29,215	04/17/2001 04/16/2011	Common Stock 29,215
Employee Stock Option (right to buy)	\$ 42.9792	10/30/2007		M	2,326	11/03/1997 11/02/2007	Common Stock 2,326
Employee Stock Option (right to buy)	\$ 39.6846	10/30/2007		M	2,520	01/02/1998 01/01/2008	Common Stock 2,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINNERT TERRENCE G C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Executive VP & General Counsel	

Signatures

Vincent M. Lichtenberger, By Power of Attorney	11/01/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Remarks:

THIS IS THE FIRST OF THREE FORM 4'S BEING 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.