

Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CORP

Form 4

March 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Lee, Jerry S.

Goodrich Corporation

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, NC 28217

USA

2. Issuer Name and Ticker or Trading Symbol

Goodrich Corporation

GR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

02/15/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Senior Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	02/15/02	A	4,342.9783***	(A) \$27.9450
Common Stock	02/15/02	F	1,516.1542	(D) \$27.9450
Common Stock	02/15/02	A	2,800	(A) 32,615***

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Ownership
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	Price of				posed of (D)	Day/Year)						
	Deriva-					Date Expir						
	tive					A/ Exer-						
	Secu-					D cisa-						
	urity	Date	Code	V	Amount	ble				Title and Number		
										of Shares		
Stock Option						*	1/1/0			Common Stock	1,500	\$34
							6					0
Stock Option						*	1/2/0			Common Stock	4,600	\$40
							7					0
Stock Option						*	1/1/0			Common Stock	7,300	\$41
							8					3
Stock Option						**	1/3/0			Common Stock	9,700	\$36
							9					3
Stock Option						**	1/2/1			Common Stock	13,600	\$26
							0					8
Stock Option						*	1/1/1			Common Stock	3,500	\$35
							1					5
Stock Option						*	1/1/1			Common Stock	14,000	\$38
							1					
Stock Option	\$26.19	1/2/0	A		17,500	A	*	1/1/1		Common Stock	17,500	\$26
		2						2				

Explanation of Responses:

* Fully

Vested.

** Vests in equal increments of 35%, 35% and 30% annually.

*** Shares acquired in connection with the payout of Goodrich Corporation's 2000-2001 Long-Term Incentive Plan.

**** A fractional share of .8241 was paid in cash to reporting person.

SIGNATURE OF REPORTING PERSON

/s/ Jerry S. Lee

DATE

3-8-02