

GRISIK JOHN J
Form 4
May 02, 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 *
GRISIK JOHN J

(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)
05/01/2007

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)
Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/01/2007		M	10,000	A	\$ 18.76	90,836.7535 D
Common Stock	05/01/2007		M	1,728	A	\$ 34.2036	92,564.7535 D
Common Stock	05/01/2007		M	1,105	A	\$ 37.0142	93,669.7535 D
Common Stock	05/01/2007		M	3,984	A	\$ 25.101	97,653.7535 D
Common Stock	05/01/2007		S	2,400	D	\$ 56.71	95,253.7535 D

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Common Stock	05/01/2007	S	2,000	D	\$ 56.72	93,253.7535	D
Common Stock	05/01/2007	S	400	D	\$ 56.73	92,853.7535	D
Common Stock	05/01/2007	S	300	D	\$ 56.74	92,553.7535	D
Common Stock	05/01/2007	S	6,900	D	\$ 56.75	85,653.7535	D
Common Stock	05/01/2007	S	3,100	D	\$ 56.76	82,553.7535	D
Common Stock	05/01/2007	S	1,113	D	\$ 56.77	81,440.7535	D
Common Stock	05/01/2007	S	600	D	\$ 56.78	80,840.7535	D
Common Stock	05/01/2007	S	200	D	\$ 56.79	80,640.7535	D
Common Stock	05/01/2007	S	4,200	D	\$ 56.8	76,440.7535	D
Common Stock	05/01/2007	S	1,200	D	\$ 56.81	75,240.7535	D
Common Stock	05/01/2007	S	1,000	D	\$ 56.82	74,240.7535	D
Common Stock	05/01/2007	S	2,600	D	\$ 56.83	71,640.7535	D
Common Stock	05/01/2007	S	300	D	\$ 56.85	71,340.7535	D
Common Stock	05/01/2007	S	100	D	\$ 56.86	71,240.7535	D
Common Stock	05/02/2007	G	690	D	\$ 56.795	70,550.7535	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Employee Stock Option (right to buy)	\$ 18.76	05/01/2007	M	10,000	01/02/2003	01/02/2013	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 34.2036	05/01/2007	M	1,728	01/02/2001	01/01/2011	Common Stock	1,728
Employee Stock Option (right to buy)	\$ 37.0142	05/01/2007	M	1,105	04/17/2001	04/16/2011	Common Stock	1,105
Employee Stock Option (right to buy)	\$ 25.101	05/01/2007	M	3,984	01/02/2002	01/01/2012	Common Stock	3,984

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRISIK JOHN J C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Executive Vice President	

Signatures

Vincent M. Lichtenberger, by power of attorney 05/02/2007

__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).
- 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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