

GOODRICH CORP
Form DEFA14A
March 25, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Goodrich Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
-

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Proxy Statement Clarification

In connection with the Proxy Statement furnished by Goodrich Corporation (the Company) for its Annual Shareholder Meeting to be held on April 21, 2009 and in response to an inquiry, the Company wishes to clarify certain statements regarding the 2008 annual incentive bonuses paid to our named executive officers. The 2008 annual incentive bonuses for the named executive officers were based substantially on the Company's strong 2008 financial performance. For clarification, the Company achieved the following performance with respect to the financial performance metrics for 2008 (following adjustments): 2008 Earnings before Interest and Taxes of \$1,060.3 million and Free Cash Flow of \$541 million. This financial performance was between the target and maximum levels and resulted in the payout of the 2008 annual incentive bonuses as set forth on page 27 of the Proxy Statement.

A copy of this notice is available on the following website: [<http://www.goodrich.com/proxy>].

Sally L. Geib

Secretary

Dated: March 25, 2009