

GOODRICH CORP
Form DEFA14A
March 10, 2011

**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):

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- Fee paid previously with preliminary materials.
-

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

*** Exercise Your *Right to Vote* ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 19, 2011.**

GOODRICH CORPORATION

*GOODRICH CORPORATION
FOUR COLISEUM CENTRE
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217*

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Meeting Information

Meeting Type: Annual Meeting
For holders as of: February 28, 2011
Date: April 19, 2011 **Time:** 10:00 a.m.
Location: Goodrich's Headquarters
Four Coliseum Centre
1st Floor
2730 West Tyvola Road
Charlotte, North Carolina 28217

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.goodrich.com/proxymaterials or easily request a paper copy (see reverse side) or view the proxy materials online and vote at www.proxyvote.com.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 5, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

**The Board of Directors
recommends that
you vote FOR all of the following:**

1. ELECTION OF DIRECTORS

- | | |
|----------------------------|---------------------------|
| 01) Carolyn Corvi | 06) John P. Jumper |
| 02) Diane C. Creel | 07) Marshall O. Larsen |
| 03) Harris E. DeLoach, Jr. | 08) Lloyd W. Newton |
| 04) James W. Griffith | 09) Alfred M. Rankin, Jr. |
| 05) William R. Holland | |

The Board of Directors recommends you vote FOR the following proposals:

2. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2011.
3. Approve the Goodrich Corporation 2011 Equity Compensation Plan.
4. Adopt a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the proxy statement.

The Board of Directors recommends you vote for EVERY THREE YEARS on the following proposal:

5. Select, on an advisory basis, the frequency of future shareholder advisory votes to approve the compensation of our named executive officers of every one year, every two years, or every three years.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.
