

EGNOTOVICH CYNTHIA M
Form 4
May 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
EGNOTOVICH CYNTHIA M

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)
05/18/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP & Segment President -

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/18/2007 | | M | 4,999 A \$ 34.653 | 50,504.372 | D | |
| Common Stock | 05/18/2007 | | M | 3,164 A \$ 25.488 | 53,668.372 | D | |
| Common Stock | 05/18/2007 | | S | 2,500 D \$ 59.03 | 51,168.372 | D | |
| Common Stock | 05/18/2007 | | S | 664 D \$ 59.04 | 50,504.372 | D | |
| Common Stock | 05/18/2007 | | S | 4,999 D \$ 59.05 | 45,505.372 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------------|---|
| Common Stock | 05/18/2007 | M | 3,348 | A | \$ 34.653 | 48,853.372 | D |
| Common Stock | 05/18/2007 | M | 1,750 | A | \$ 25.488 | 50,603.372 | D |
| Common Stock | 05/18/2007 | F | 2,713 | D | \$ 59.19 | 47,890.372 | D |
| Common Stock | | | | | | 11,171.5538 | I |

By
Employees
Savings
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 34.653 | 05/18/2007 | | M | 4,999 | <u>(1)</u> 01/03/2009 | Common Stock | 4,999 |
| Employee Stock Option (right to buy) | \$ 25.488 | 05/18/2007 | | M | 3,164 | <u>(2)</u> 01/02/2010 | Common Stock | 3,164 |
| Employee Stock Option (right to buy) | \$ 34.653 | 05/18/2007 | | M | 3,348 | <u>(1)</u> 01/03/2009 | Common Stock | 3,348 |

Employee

Stock

| | | | | | | | | | | |
|-----------------------------|-----------|------------|--|---|-------|------------|------------|-----------------|-------|----|
| Option (right to buy) | \$ 25.488 | 05/18/2007 | | M | 1,750 | <u>(2)</u> | 01/02/2010 | Common Stock | 1,750 | \$ |
|-----------------------------|-----------|------------|--|---|-------|------------|------------|-----------------|-------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EGNOTOVICH CYNTHIA M C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217 | | | VP & Segment President - | |

Signatures

Vincent M. Lichtenberger, by power of attorney
05/21/2007

__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).

(1) The option vested as follows: 35% on 1/4/00, 35% on 1/4/01 and 30% on 1/4/02.

(2) The option vested as follows: 35% on 1/3/01, 35% on 1/3/02 and 30% on 1/3/03.

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.