

LINNERT TERRENCE G  
Form 4  
May 02, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
LINNERT TERRENCE G

(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)  
04/30/2007

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 VP & General Counsel

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 (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) or Price (A)		
Common Stock	04/30/2007		M		13,325 A \$ 42.9792	68,625	D
Common Stock	04/30/2007		M		9,270 A \$ 39.6846	77,895	D
Common Stock	04/30/2007		S		19,970 D \$ 55.9	57,925	D
Common Stock	04/30/2007		S		500 D \$ 55.92	57,425	D
Common Stock	04/30/2007		S		100 D \$ 55.94	57,325	D

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Common Stock	04/30/2007	S	1,400	D	\$ 55.95	55,925	D
Common Stock	04/30/2007	S	100	D	\$ 55.96	55,825	D
Common Stock	04/30/2007	S	100	D	\$ 55.98	55,725	D
Common Stock	04/30/2007	S	425	D	\$ 55.99	55,300	D

Common Stock						8,276.4353	I	By Employee Savings Plan
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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.9792	04/30/2007		M	13,325	11/03/1997	11/02/2007	Common Stock	13,325
Employee Stock Option (right to buy)	\$ 39.6846	04/30/2007		M	9,270	01/02/1998	01/01/2008	Common Stock	9,270

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director                      10% Owner                      Officer                      Other

LINNERT TERRENCE G  
C/O GOODRICH CORPORATION  
2730 WEST TYVOLA ROAD  
CHARLOTTE, NC 28217

Executive VP  
& General  
Counsel

## Signatures

Vincent M. Lichtenberger, by power of attorney                      05/01/2007

\_\_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. 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.