

Edgar Filing: LARSEN MARSHALL O - Form 4

LARSEN MARSHALL O

Form 4

March 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Larsen, Marshall O.
c/o Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, NC 28217
USA

2. Issuer Name and Ticker or Trading Symbol

Goodrich Corporation
GR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

02/15/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)
Executive Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	2/15/02	A	30,572.3735** (A)	\$27.9450
Common Stock	2/15/02	F	14,078.5779 (D)	\$27.9450
Common Stock	2/15/02	A	10,800 (A)	\$27.9450
				106,493***

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Amount of Underlying Securities
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	Price of			posed of (D)	Day/Year)							
	Deriva-				Date Expir							
	tive				A/ Exer- ation					Title and Number		
	Secu-				D cisa- Date					of Shares		
	rity	Date	Code	V	Amount		ble					
Stock Option						*	1/3/0	Common Stock	6,000	\$24		
							3			5		
Stock Option						*	1/2/0	Common Stock	6,600	\$20		
							4					
Stock Option						*	1/2/0	Common Stock	14,400	\$21		
							5			3		
Stock Option						*	1/1/0	Common Stock	56,000	\$34		
							6			0		
Stock Option						*	1/1/0	Common Stock	\$24,000	\$40		
							7			0		
Stock Option						*	1/1/0	Common Stock	38,700	\$41		
							8			3		
Stock Option						*	1/3/0	Common Stock	46,500	\$36		
							9			3		
Stock Option						*	1/2/1	Common Stock	75,100	\$26		
							0			8		
Stock Option						*	1/1/1	Common Stock	13,000	\$35		
							1			5		
Stock Option						*	1/1/1	Common Stock	52,000	\$38		
							1					
Stock Option	\$26.19	1/2/0	A		65,000	A	*	1/1/1	Common Stock	65,000	\$26	
		2					2					

Explanation of Responses:

* Fully

Vested.

** Shares acquired in connection with the payout of the Goodrich Corporation 2000-2001 Long-Term Incentive Plan.

*** A fractional share of .7956 was paid in cash to reporting person.

SIGNATURE OF REPORTING PERSON

/s/ Marshall O. Larsen

DATE

3-8-02