

LINNERT TERRENCE G
Form 4
May 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
05/17/2007

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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	05/17/2007		M		13,079 A \$ 34.653	68,379	D	
Common Stock	05/17/2007		S		1,579 D \$ 59.55	66,800	D	
Common Stock	05/17/2007		S		500 D \$ 59.56	66,300	D	
Common Stock	05/17/2007		S		100 D \$ 59.57	66,200	D	
Common Stock	05/17/2007		S		300 D \$ 59.58	65,900	D	

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Common Stock	05/17/2007	S	1,400	D	\$ 59.59	64,500	D
Common Stock	05/17/2007	S	800	D	\$ 59.6	63,700	D
Common Stock	05/17/2007	S	900	D	\$ 59.61	62,800	D
Common Stock	05/17/2007	S	100	D	\$ 59.62	62,700	D
Common Stock	05/17/2007	S	300	D	\$ 59.64	62,400	D
Common Stock	05/17/2007	S	400	D	\$ 59.65	62,000	D
Common Stock	05/17/2007	S	400	D	\$ 59.66	61,600	D
Common Stock	05/17/2007	S	100	D	\$ 59.67	61,500	D
Common Stock	05/17/2007	S	100	D	\$ 59.68	61,400	D
Common Stock	05/17/2007	S	200	D	\$ 59.69	61,200	D
Common Stock	05/17/2007	S	900	D	\$ 59.7	60,300	D
Common Stock	05/17/2007	S	300	D	\$ 59.71	60,000	D
Common Stock	05/17/2007	S	600	D	\$ 59.73	59,400	D
Common Stock	05/17/2007	S	500	D	\$ 59.74	58,900	D
Common Stock	05/17/2007	S	900	D	\$ 59.75	58,000	D
Common Stock	05/17/2007	S	200	D	\$ 59.76	57,800	D
Common Stock	05/17/2007	S	400	D	\$ 59.77	57,400	D
Common Stock	05/17/2007	S	1,000	D	\$ 59.78	56,400	D
Common Stock	05/17/2007	S	500	D	\$ 59.79	55,900	D
Common Stock	05/17/2007	S	300	D	\$ 59.8	55,600	D
	05/17/2007	S	100	D	\$ 59.81	55,500	D

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Common
Stock

Common Stock 05/17/2007 S 200 D \$ 59.83 55,300 D

Common
Stock

4,134.4571 I

By
Employee
Savings
Plan

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

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.653	05/17/2007		M	13,079	01/04/1999 01/03/2009	Common Stock	13,079

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Executive VP
& General
Counsel

Signatures

Terrence G.
Linnert

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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