

LARSEN MARSHALL O  
 Form 4  
 May 04, 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 \*  
 LARSEN MARSHALL O

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)  
 05/02/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

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)
				(A) or (D)	Price		
Common Stock	05/02/2007		S	13,600 D	\$ 56.8	190,202	D
Common Stock	05/02/2007		S	1,000 D	\$ 56.72	189,202	D
Common Stock	05/02/2007		S	1,900 D	\$ 56.73	187,302	D
Common Stock	05/02/2007		S	4,400 D	\$ 56.81	182,902	D
Common Stock	05/02/2007		S	1,900 D	\$ 56.77	181,002	D

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Common Stock	05/02/2007	S	1,700	D	\$ 56.76	179,302	D
Common Stock	05/02/2007	S	2,000	D	\$ 56.74	177,302	D
Common Stock	05/02/2007	S	4,200	D	\$ 56.75	173,102	D
Common Stock	05/02/2007	S	100	D	\$ 56.79	173,002	D
Common Stock	05/02/2007	S	1,000	D	\$ 56.78	172,002	D
Common Stock	05/02/2007	S	1,000	D	\$ 56.83	171,002	D
Common Stock	05/02/2007	S	300	D	\$ 56.96	170,702	D
Common Stock	05/02/2007	S	900	D	\$ 57	169,802	D
Common Stock	05/02/2007	M	3,923	A	\$ 25,4881	173,725	D
Common Stock	05/02/2007	M	1,763	A	\$ 39,6846	175,488	D
Common Stock	05/02/2007	F	2,991	A	\$ 56.8	172,497	D
Common Stock						24,545.7223	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.**

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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)	\$ 39.6846	05/02/2007	M	38,616	01/02/1998	01/01/2008	Common Stock	38,616
Employee Stock Option (right to buy)	\$ 25.4881	05/02/2007	M	74,435	01/03/2000	01/02/2010	Common Stock	74,435
Employee Stock Option (right to buy)	\$ 25.4881	05/02/2007	M	3,923	01/03/2000	01/02/2010	Common Stock	3,923
Employee Stock Option (right to buy)	\$ 39.6846	05/02/2007	M	1,763	01/02/1998	01/01/2008	Common Stock	1,763

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSEN MARSHALL O C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217	X		Chairman, President and CEO	

## Signatures

By: Vincent M. Lichtenberger, by power of attorney  
Date: 05/04/2007

\_\_\_\_\_  
Signature of Reporting Person

## 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).

### Remarks:

Third of three Form 4s filed this date.

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.