

GOODRICH CORP  
Form 4  
May 03, 2006

**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**

(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)  
**05/02/2006**

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)  
**Chairman, President and CEO**

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 or Price		
Common Stock	05/02/2006		M		100,000 A \$ 14.29	252,687	D
Common Stock	05/02/2006		M		25,041 A \$ 38.4566	277,728	D
Common Stock	05/02/2006		S		200 D \$ 46.33	277,528	D
Common Stock	05/02/2006		S		3,200 D \$ 46.34	274,328	D
Common Stock	05/02/2006		S		15,300 D \$ 46.35	259,028	D

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Common Stock	05/02/2006	S	2,298	D	\$ 46.36	256,730	D
Common Stock	05/02/2006	S	900	D	\$ 46.37	255,830	D
Common Stock	05/02/2006	S	1,900	D	\$ 46.38	253,930	D
Common Stock	05/02/2006	S	600	D	\$ 46.39	253,330	D
Common Stock	05/02/2006	S	1,900	D	\$ 46.4	251,430	D
Common Stock	05/02/2006	S	3,200	D	\$ 46.41	248,230	D
Common Stock	05/02/2006	S	12,800	D	\$ 46.42	235,430	D
Common Stock	05/02/2006	S	3,900	D	\$ 46.43	231,530	D
Common Stock	05/02/2006	S	6,700	D	\$ 46.44	224,830	D
Common Stock	05/02/2006	S	5,100	D	\$ 46.45	219,730	D
Common Stock	05/02/2006	S	10,200	D	\$ 46.46	209,530	D
Common Stock	05/02/2006	S	1,700	D	\$ 46.47	207,830	D
Common Stock	05/02/2006	S	4,400	D	\$ 46.48	203,430	D
Common Stock	05/02/2006	S	4,500	D	\$ 46.49	198,930	D
Common Stock	05/02/2006	S	13,200	D	\$ 46.5	185,730	D
Common Stock	05/02/2006	S	8,400	D	\$ 46.51	177,330	D
Common Stock	05/02/2006	S	4,400	D	\$ 46.52	172,930	D
Common Stock	05/02/2006	S	4,000	D	\$ 46.53	168,930	D
Common Stock	05/02/2006	S	5,400	D	\$ 46.54	163,530	D
Common Stock	05/02/2006	S	5,631	D	\$ 46.55	157,899	D
	05/02/2006	S	900	D	\$ 46.56	156,999	D

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Common Stock									
Common Stock	05/02/2006		S	1,100	D	\$ 46.57	155,899	D	
Common Stock	05/02/2006		S	1,800	D	\$ 46.58	154,099	D	
Common Stock	05/02/2006		S	500	D	\$ 46.59	153,599	D	
Common Stock							23,658.9353	I	By Employees' 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Employee Stock Option (right to buy)	\$ 14.29	05/02/2006		M	100,000	04/15/2003 04/15/2013	Common Stock	100,000	
Employee Stock Option (right to buy)	\$ 38.4566	05/02/2006		M	25,041	01/02/1997 01/01/2007	Common Stock	25,041	

## 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

Sally L. Geib, by power of  
attorney

05/03/2006

\_\_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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