

Witowski Gerald T  
 Form 4  
 March 03, 2010

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Witowski Gerald T

(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)  
 03/01/2010

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 Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 03/01/2010                           |  | M                              | A   | \$ 40.405   | 42,956   | D   |
| Common Stock                    | 03/01/2010                           |  | M                              | A   | \$ 42.785   | 50,456   | D   |
| Common Stock                    | 03/01/2010                           |  | M                              | A   | \$ 45.87  | 60,456   | D   |
| Common Stock                    | 03/01/2010                           |  | S                              | D   | \$ 67.29 <sup>(1)</sup>   | 57,122   | D   |
| Common Stock                    | 03/01/2010                           |  | S                              | D   | \$ 67.27 <sup>(2)</sup>   | 49,622   | D   |

Edgar Filing: Witowski Gerald T - Form 4

|              |            |   |        |   |                 |        |   |          |
|--------------|------------|---|--------|---|-----------------|--------|---|----------|
| Common Stock | 03/01/2010 | S | 10,000 | D | \$ 67.19<br>(3) | 39,622 | D |          |
| Common Stock |            |   |        |   |                 | 278    | I | By Trust |

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.** SEC 1474 (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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 40.405  | 03/01/2010                           |  | M                              | 3,334   | 01/03/2007   | 01/03/2016  | Common Stock | 3,334                      |
| Employee Stock Option (Right to Buy)       | \$ 42.785  | 03/01/2010                           |  | M                              | 7,500   | 03/15/2007   | 03/15/2016  | Common Stock | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 45.87   | 03/01/2010                           |  | M                              | 10,000  | 09/18/2007   | 01/03/2014  | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Witowski Gerald T<br>C/O GOODRICH CORPORATION |               |           | Executive Vice |       |

2730 WEST TYVOLA ROAD  
CHARLOTTE, NC 28217

President

## Signatures

Vincent. M. Lichtenberger, By Power of  
Attorney

03/03/2010

\_\_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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.28 to \$67.311 inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.251 to \$67.31 inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.17 to \$67.25, inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

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.