Edgar Filing: RANKIN ALFRED M JR - Form 4

RANKIN A Form 4	LFRED M JR											
April 21, 20	005											
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549						COMMISSION	N OMB Number:	3235-0287				
Subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou response	irs per		
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17((a) of the l	Public U		ding Co	npany	Act	age Act of 1934, of 1935 or Sectio 940	on			
(Print or Type	Responses)											
RANKIN ALFRED M JR Sym GOG (Last) (First) (Middle) 3. Da (Mod			Symbol	2. Issuer Name and Ticker or Trading Symbol GOODRICH CORP [GR]				5. Relationship of Reporting Person(s) to Issuer				
			L J					(Check all applicable)				
			3. Date of Earliest Transaction(Month/Day/Year)04/19/2005					X Director Officer (giv below)		% Owner er (specify		
			Amendment, Date Original Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 						
MAYFIEL HEIGHTS,	D , OH 44124-4017								More than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securi	ities A	cquired, Disposed (of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	ransactionAcquired (A) or ode Disposed of (D)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 of Number of Shares
Phantom Stock	<u>(1)</u>	04/19/2005		А	1,604.7071		(2)	(2)	Common Stock	1,604.70

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
RANKIN ALFRED M JR C/O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE MAYFIELD HEIGHTS, OH 44124-4017	X					
Signatures						

Jennie M. Raine, by power of attorney

04/21/2005

**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) 1-for-1
- (2) The phantom stock was accrued under Goodrich Corporation's Outside Director Phantom Share Plan. The phantom stock is to be settled in cash only upon the reporting person's retirement at various times based upon elections made by the reporting person.
- (3) Includes 149.9572 shares of phantom stock acquired during the period July 1, 2004 to April 1, 2005 pursuant to a dividend reinvestment feature of the Goodrich Corporation Directors' Phantom Share Plan.

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.