## Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CO	ORP										
Form 4 April 25, 2007											
-	•							OMB A	PPROVAL		
FORM 4	UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSIO				
Chaolt this ha			Wa	shington	, D.C. 20	)549		Number:	3235-0287		
Check this box if no longer								Expires:	January 31, 2005		
subject to       STATEMENT OF CHANGES IN BENEFICIAL OV         Section 16.       SECURITIES         Form 4 or       Filed pursuant to Section 16(a) of the Securities Exchangement								Estimated burden hou response	average Irs per		
obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).											
(Print or Type Resp	onses)										
1. Name and Addre RANKIN ALFI	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
			GOODRICH CORP [GR]				(Check all applicable)				
(				3. Date of Earliest Transaction (Month/Day/Year)			X Director 10% Owner Officer (give title Other (specify				
C/O NACCO INDUSTRIES, 04/24/2007 INC., 5875 LANDERBROOK DRIVE						below)	below)	(			
(Street) 4. If Amendment, Date 0				ate Origina	al	6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year) MAYFIELD HTS., OH 44124-4017						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date			3.	4. Securit			6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution I (Instr. 3) any (Month/Da			Transactic Code (Instr. 8)	onAcquired Disposed (Instr. 3,	of (D)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)				
Reminder: Report o	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
					inforr requi	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	04/24/2007		Α	1,132.396		(2)	(2)	Common Stock	1,132.390

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
RANKIN ALFRED M JR C/O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE MAYFIELD HTS., OH 44124-4017	Х					
Signatures						
Vincent M. Lichtenberger, by power attorney	of	04/25/2007				
<b>**</b> Signature of Reporting Person		D	ate			

## **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 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 172.6746 shares of phantom stock acquired during the period July 3, 2006 to April 2, 2007 pursuant to a dividend reinvestment feature of the Goodrich Corporation Directors' Phantom Share Plan and the Goodrich Corporation Outside Director 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.