

GOODRICH CORP

Form 4

April 30, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINNERT TERRENCE G

(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)
04/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive VP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/28/2008		M		36,664	A	\$ 25.488	98,415	D
Common Stock	04/28/2008		M		4,380	A	\$ 34.203	102,795	D
Common Stock	04/28/2008		S		5,400	D	\$ 67.8	97,395	D
Common Stock	04/28/2008		S		900	D	\$ 67.81	96,495	D
Common Stock	04/28/2008		S		1,200	D	\$ 67.83	95,295	D

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Common Stock	04/28/2008	S	1,500	D	\$ 67.84	93,795	D
Common Stock	04/28/2008	S	3,164	D	\$ 67.85	90,631	D
Common Stock	04/28/2008	S	4,100	D	\$ 67.86	86,531	D
Common Stock	04/28/2008	S	900	D	\$ 67.87	85,631	D
Common Stock	04/28/2008	S	2,980	D	\$ 67.88	82,651	D
Common Stock	04/28/2008	S	300	D	\$ 67.89	82,351	D
Common Stock	04/28/2008	S	200	D	\$ 67.93	82,151	D
Common Stock	04/28/2008	S	14,500	D	\$ 68	67,651	D
Common Stock	04/28/2008	S	100	D	\$ 68.005	67,551	D
Common Stock	04/28/2008	S	300	D	\$ 68.007	67,251	D
Common Stock	04/28/2008	S	700	D	\$ 68.01	66,551	D
Common Stock	04/28/2008	S	100	D	\$ 68.02	66,451	D
Common Stock	04/28/2008	S	1,600	D	\$ 68.04	64,851	D
Common Stock	04/28/2008	S	600	D	\$ 68.045	64,251	D
Common Stock	04/28/2008	S	1,600	D	\$ 68.05	62,651	D
Common Stock	04/28/2008	S	800	D	\$ 68.055	61,851	D
Common Stock	04/28/2008	S	100	D	\$ 68.058	61,751	D
Common Stock						4,627.9408 <u>(1)</u>	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**

SEC 1474
(9-02)

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)

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)	\$ 25.488	01/03/2000		M	36,664	01/03/2000	01/02/2010	Common Stock	36,664
Employee Stock Option (Right to Buy)	\$ 34.2036	01/02/2001		M	4,380	01/02/2001	01/01/2011	Common Stock	4,380

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LINNERT TERRENCE G C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217	Executive VP & General Counsel

Signatures

Vincent M. Lichtenberger, by Power of Attorney 04/30/2008

__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) Includes 347,458 shares acquired by Employees' Savings Plan since the date of the reporting person's last ownership report.

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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