GOODRICH CORP

Form 4

August 18, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUGGINS STEPHEN R**

(First)

2. Issuer Name and Ticker or Trading Symbol

GOODRICH CORP [GR]

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year) 08/16/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

C/O GOODRICH CORPORATION, 2730 WEST

TYVOLA ROAD

Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Senior Vice President

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHARLOTTE, NC 28217

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivativ	e Secu	rities Acq	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		of (D)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/16/2005		S	100	D	\$ 44.78	66,206	D	
Common Stock	08/16/2005		S	1,400	D	\$ 44.79	64,806	D	
Common Stock	08/16/2005		S	3,700	D	\$ 44.8	61,106	D	
Common Stock	08/16/2005		S	11,430	D	\$ 44.81	49,676	D	
Common Stock	08/16/2005		S	300	D	\$ 44.82	49,376	D	

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Common Stock	08/16/2005	S	2,600	D	\$ 44.83	46,776	D	
Common Stock	08/16/2005	S	300	D	\$ 44.84	46,476	D	
Common Stock	08/16/2005	S	2,500	D	\$ 44.85	43,976	D	
Common Stock	08/16/2005	S	2,800	D	\$ 44.86	41,176	D	
Common Stock	08/16/2005	S	1,900	D	\$ 44.87	39,276	D	
Common Stock						35,797.5517	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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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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.	Date Exerc	isable and	7. Titl	le and	8. Price of	,
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						l
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		
				Couc v	(II) (D)				Silaics		

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
HUGGINS STEPHEN R			Senior					
C/O GOODRICH CORPORATION			Vice					
2730 WEST TYVOLA ROAD			President					

Reporting Owners 2 CHARLOTTE, NC 28217

Signatures

Kenneth L. Wagner, by power of attorney

08/18/2005

**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).

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.

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