

Witowski Gerald T
 Form 4
 November 02, 2007

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 GOODRICH CORP [GR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Segment President-Electronics

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

CHARLOTTE, NC 28217

(City) (State) (Zip)

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/01/2007		M	A	\$ 36.444	29,692	D
Common Stock	11/01/2007		M	A	\$ 34.2036	30,556	D
Common Stock	11/01/2007		M	A	\$ 37.0142	32,209	D
Common Stock	11/01/2007		M	A	\$ 36.444	32,886	D
Common Stock	11/01/2007		M	A	\$ 25.101	35,734	D

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Common Stock	11/01/2007	M	4,549	A	\$ 18.76	40,283	D
Common Stock	11/01/2007	S	164	D	\$ 67.33	40,119	D
Common Stock	11/01/2007	S	853	D	\$ 67.36	39,226	D
Common Stock	11/01/2007	S	100	D	\$ 67.37	39,166	D
Common Stock	11/01/2007	S	5,974	D	\$ 67.42	33,192	D
Common Stock	11/01/2007	S	600	D	\$ 67.45	32,592	D
Common Stock	11/01/2007	S	100	D	\$ 67.46	32,492	D
Common Stock	11/01/2007	S	300	D	\$ 67.74	32,192	D
Common Stock	11/01/2007	S	1,266	D	\$ 67.8	30,926	D
Common Stock	11/01/2007	S	1,500	D	\$ 67.81	29,426	D
Common Stock	11/01/2007	S	100	D	\$ 67.9	29,326	D
Common Stock	11/01/2007	S	100	D	\$ 67.91	29,226	D
Common Stock	11/01/2007	S	500	D	\$ 68	28,726	D
Common Stock	11/01/2007	S	100	D	\$ 68.01	28,626	D
Common Stock	11/01/2007	S	300	D	\$ 68.02	28,326	D
Common Stock	11/01/2007	S	200	D	\$ 68.03	28,126	D
Common Stock	11/01/2007	S	200	D	\$ 68.04	27,926	D
Common Stock	11/01/2007	S	200	D	\$ 68.08	27,726	D
Common Stock	11/01/2007	S	400	D	\$ 68.09	27,326	D
Common Stock	11/01/2007	S	100	D	\$ 68.13	27,226	D
	11/01/2007	S	100	D	\$ 68.15	27,126	D

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Common
Stock

Common Stock 11/01/2007 S 600 D \$ 68.16 26,526 D

Common Stock 278 I By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.444	11/01/2007		M	5,166	⁽¹⁾ 07/15/2011	Common Stock	5,166
Employee Stock Option (right to buy)	\$ 34.2036	11/01/2007		M	864	⁽²⁾ 01/01/2011	Common Stock	864
Employee Stock Option (right to buy)	\$ 37.0142	11/01/2007		M	1,653	⁽³⁾ 04/16/2011	Common Stock	1,653
Employee Stock Option (right to buy)	\$ 36.444	11/01/2007		M	677	⁽¹⁾ 07/15/2011	Common Stock	677

buy)									
Employee Stock Option (right to buy)	\$ 25.101	11/01/2007	M	2,848	(4)	01/01/2012	Common Stock	2,848	
Employee Stock Option (right to buy)	\$ 18.76	11/01/2007	M	4,549	(5)	01/02/2013	Common Stock	4,549	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Witowski Gerald T C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Segment President-Electronics	

Signatures

Vincent M. Lichtenberger, By Power of Attorney 11/02/2007

__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 option vested as follows: 35% on 7/16/02, 35% on 7/16/03 and 30% on 7/16/04

(2) The option vested as follows: 35% on 1/2/02, 35% on 1/2/03 and 30% on 1/2/04.

(3) The option vested as follows: 35% on 4/17/02, 35% on 4/17/03 and 30% on 4/17/04.

(4) The option vested as follows: 35% on 1/2/03, 35% on 1/2/04 and 30% on 1/2/05

(5) The option vested as follows: 35% on 1/2/04, 35% on 1/2/05 and 30% on 1/2/06.

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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