Edgar Filing: GOODRICH CORP - Form 4

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Form 4	HCORP										
July 05, 200											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549									OMB Number:	3235-0287	
Check t if no loi	nger						Expires:	January 31, 2005			
subject Section Form 4	to SIAIE 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> CREEL DIANE C			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to ssuer			
			GOODRICH CORP [GR]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director 10% Owner			
EASTGATE SQUARE, 50 SQUARE DRIVE, SUITE 200			07/03/2006					Officer (give title Other (specify below)			
	Filed(Month/Day/Year)				Aj	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
VICTOR,	Form filed by M Person						Iore than One Reporting				
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative S	ecuriti	ies Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deen (Month/Day/Year) 2A. Deen Execution any (Month/D		Date, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5)			red (A) or	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Phantom Stock (1)	07/03/2006			А	113.0593	А	\$ 39.895	7,040.5831	D		
Common Stock								206	D		

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

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 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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CREEL DIANE C EASTGATE SQUARE 50 SQUARE DRIVE, SUITE 200 VICTOR, NY 14564	Х						
Signatures							
Sally L. Geib, by power of attorney	07/	05/2006					
**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 phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and Outside Director Deferral Plan and are to be settled in stock only upon the reporting person's retirement.

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.