

GOODRICH CORP  
Form 8-K  
February 16, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 15, 2011**

**GOODRICH CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**

**1-892**

**34-0252680**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Four Coliseum Centre 2730 West Tyvola Road  
Charlotte, North Carolina**

**28217**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(704) 423-7000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 15, 2011, our Board of Directors approved an amendment to our By-Laws effective February 15, 2011 deleting Article III, Section 4 which prohibited the nomination of an individual for election at an annual meeting who, prior to such annual meeting, had attained age 72 and the election of an individual who had attained age 72 to fill a vacancy on the Board. A copy of the Company's By-Laws, as amended, is filed as Exhibit 3.1 and is incorporated herein by reference. The preceding summary is not intended to be complete and is qualified in its entirety by reference to such By-Laws.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit 3.1. By-Laws of Goodrich Corporation (as amended through February 15, 2011)

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH CORPORATION  
(Registrant)

Date: February 16, 2011

By: /s/ Vincent M. Lichtenberger  
Vincent M. Lichtenberger  
Assistant Secretary

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**EXHIBIT INDEX**

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