

GOODRICH CORP
Form 424B5
December 06, 2002

PROSPECTUS SUPPLEMENT
(To Prospectus Dated September 6, 2002)**\$800,000,000****Goodrich Corporation****\$300,000,000 6.45% Notes Due 2007****\$500,000,000 7.625% Notes Due 2012**

We are offering \$300 million principal amount of our 6.45% Notes due 2007 and \$500 million principal amount of our 7.625% Notes due 2012. The 2007 notes will mature on December 15, 2007 and will bear interest at the rate of 6.45% per annum. The 2012 notes will mature on December 15, 2012 and will bear interest at the rate of 7.625% per annum. We may redeem all or some of the notes at any time at the redemption prices discussed under the caption Description of the Notes Optional Redemption.

The notes will be senior unsecured obligations of our company and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will not be entitled to the benefit of any sinking fund. The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in our notes involves risks that are described in the Risk Factors section beginning on page S-13 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 6.45% Note due 2007	Total	Per 7.625% Note due 2012	Total
Public offering price	99.906%	\$ 299,718,000	99.646%	\$ 498,230,000
Underwriting discount	0.600%	\$ 1,800,000	0.650%	\$ 3,250,000
Proceeds, before expenses, to Goodrich	99.306%	\$ 297,918,000	98.996%	\$ 494,980,000

Interest on the notes will accrue from December 10, 2002.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company on or about December 10, 2002.

Joint Book-Running Managers**JPMorgan****Salomon Smith Barney**

**Banc One Capital Markets,
Inc.**

Banc of America Securities LLC

BNY Capital Markets, Inc.

NatCity Investments, Inc.

Merrill Lynch & Co.

December 4, 2002

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[On the inside front cover of the Prospectus Supplement dated December 4, 2002, there is a depiction of the body of a commercial jet airplane under the caption **PRODUCTS AND SERVICES** showing the location on the airplane of the following products and services provided by Goodrich Corporation: air data and engine sensors; cockpit instruments and avionics; pilot and crew seats; security systems; evacuation systems; fuel and utility systems; landing gear wheels and brakes; engine components; engine actuation; fuel system controls; power generation; flight control surfaces; nacelle systems; pylons/pylon fairings; exhaust nozzles; ice detection and removal; fuel measurement and management systems; primary flight controls; secondary flight controls; exterior lighting; fire detection; cargo systems; potable water systems; and APU tailcones.]

[In a fold-out of the inside front cover of the Prospectus Supplement dated December 4, 2002, there is a chart captioned **OUR SYSTEMS AND COMPONENTS CAN BE FOUND ON ALMOST EVERY MAJOR AIRCRAFT PLATFORM FLYING TODAY** that shows the systems and components provided by Goodrich Corporation for commercial jet airplanes, military jet airplanes, helicopters and tiltrotors, regional/business aircraft and spaceflight, as follows:]

COMMERCIAL

	A300	A310	A320 Family	A330	A340	A340- 500/600	A380	707	717	727	737 (Classic/ Next Gen.)	747-100/ 200/300
	Airbus						Boeing					
AEROSTRUCTURES												
Nacelle Systems and Pylons	X	X	X	X	X			X	X	X	X	X
Other Structures	X						X	X				
ELECTRONIC SYSTEMS												
Sensor Systems and MicroMachines	X	X	X	X	X	X		X	X	X	X	X
Fuel & Utility Systems	X		X	X	X				X	X	X	X
Optical & Space Systems												
Avionics Systems	X	X	X	X	X	X					X	
Lighting Systems	X	X	X	X	X		X		X	X	X	X
ENGINE AND SAFETY SYSTEMS												
Aircraft Interior Products	X	X		X	X	X	X	X		X	X	X
Propulsion Systems				X	X	X					X	X
De-Icing & Specialty Systems	X	X	X	X	X	X		X	X	X	X	X
Turbomachinery Products	X	X		X								X
Pump & Engine Control Systems	X	X						X				X
Turbine Fuel Technologies	X	X	X	X	X	X	X	X	X	X	X	X
LANDING SYSTEMS												
Wheels and Brakes			X	X	X	X				X	X	
Landing Gear							X	X		X	X	X
AERONAUTICAL SYSTEMS												
Engine Control Systems			X	X								X
Actuation Systems	X	X	X	X	X	X	X			X	X	
Power Systems			X	X	X	X	X					
Cargo Systems	X	X					X				X	X
Hoists and Winches												

	COMMERCIAL										MILITARY			
	747-400	757 Series	767 Series	777	DC-8	DC-9	MD-80 Series	MD-90	DC-10	MD-11	Lockheed L-1011	AIDC Ching Kuo IDF	AV-8B	B-1B
	Boeing										Boeing			
AEROSTRUCTURES														
Nacelle Systems and Pylons	X	X	X		X	X	X	X	X	X				
Other Structures									X	X			X	
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Optical & Space Systems														
Avionics Systems					X	X	X	X	X	X			X	X
Lighting Systems	X	X	X	X		X	X	X		X			X	X
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products	X		X	X	X	X	X	X	X					
Propulsion Systems	X	X	X	X		X	X		X	X			X	
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X			X
Turbomachinery Products	X		X	X					X	X		X		X
Pump & Engine Control Systems		X	X		X				X			X		
Turbine Fuel Technologies	X	X	X	X		X		X	X	X		X	X	X
LANDING SYSTEMS														
Wheels and Brakes	X	X	X	X							X			
Landing Gear	X	X	X	X	X	X	X	X	X	X	X	X		X
AERONAUTICAL SYSTEMS														
Engine Control Systems	X	X	X	X						X				X
Actuation Systems			X	X		X				X				
Power Systems	X												X	
Cargo Systems	X	X	X	X	X	X			X	X				
Hoists and Winches														

MILITARY

	C-17	E-6	F-15	F/A-18	KC-135	T-45	EADS G.222/ C-27 (Alenia)	Embraer ALX	Embraer AMX	Eurofighter Typhoon	C-5A/B	C-130	C-141	F-16	
	Boeing						Lockheed Martin								
AEROSTRUCTURES															
Nacelle Systems and Pylons					X						X	X	X		
Other Structures		X	X	X	X										X
ELECTRONIC SYSTEMS															
Sensor Systems and MicroMachines	X		X	X	X	X	X				X	X	X	X	
Fuel & Utility Systems			X	X		X	X				X	X	X	X	
Optical & Space Systems															
Avionics Systems	X		X	X	X	X	X			&nbs					