

GOODRICH CORP

Form 4

April 30, 2008

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSEN MARSHALL O

(Last) (First) (Middle)

**C/O GOODRICH
CORPORATION, 2730 WEST
TYVOLA ROAD**

(Street)

CHARLOTTE, NC 28217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GOODRICH CORP [GR]

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

04/28/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman, President and CEO

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/28/2008		S		2,100	D	\$ 68.22	228,742	D
Common Stock	04/28/2008		S		900	D	\$ 68.225	227,842	D
Common Stock	04/28/2008		S		800	D	\$ 68.23	227,042	D
Common Stock	04/28/2008		S		500	D	\$ 68.2301	226,542	D
Common Stock	04/28/2008		S		400	D	\$ 68.24	226,142	D

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Common Stock	04/28/2008	S	400	D	\$ 68.245	225,742	D
Common Stock	04/28/2008	S	100	D	\$ 68.249	225,642	D
Common Stock	04/28/2008	S	1,575	D	\$ 68.25	224,067	D
Common Stock	04/28/2008	S	400	D	\$ 68.255	223,667	D
Common Stock	04/28/2008	S	1,400	D	\$ 68.26	222,267	D
Common Stock	04/28/2008	S	700	D	\$ 68.265	221,567	D
Common Stock	04/28/2008	S	3,032	D	\$ 68.27	218,535	D
Common Stock	04/28/2008	S	768	D	\$ 68.275	217,767	D
Common Stock	04/28/2008	S	1,300	D	\$ 68.28	216,467	D
Common Stock	04/28/2008	S	400	D	\$ 68.287	216,067	D
Common Stock	04/28/2008	S	100	D	\$ 68.29	215,967	D
Common Stock	04/28/2008	S	200	D	\$ 68.31	215,767	D
Common Stock	04/28/2008	S	100	D	\$ 68.315	215,667	D
Common Stock	04/28/2008	S	200	D	\$ 68.34	215,467	D
Common Stock	04/28/2008	S	300	D	\$ 68.355	215,167	D
Common Stock	04/28/2008	S	100	D	\$ 68.367	215,067	D
Common Stock	04/28/2008	S	100	D	\$ 68.37	214,967	D
Common Stock	04/28/2008	S	200	D	\$ 68.39	214,767	D
Common Stock	04/28/2008	S	800	D	\$ 68.41	213,967	D
Common Stock	04/29/2008	S	5,500	D	\$ 68.01	208,467	D
	04/29/2008	S	200	D	\$ 68.02	208,267	D

Common
Stock

Common Stock	04/29/2008	S	100	D	\$ 68.03	208,167	D
Common Stock	04/29/2008	S	100	D	\$ 68.05	208,067	D
Common Stock	04/29/2008	S	100	D	\$ 68.09	207,967	D
Common Stock	04/29/2008	S	300	D	\$ 68.12	207,667	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				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
LARSEN MARSHALL O C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217	X		Chairman, President and CEO	

Signatures

Vincent M. Lichtenberger, By Power of
Attorney

04/30/2008

__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).

Remarks:

Second of three Form 4s filed this date

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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