

LARSEN MARSHALL O
Form 4
July 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
LARSEN MARSHALL O

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)
07/26/2012

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

Chairman, President and CEO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/22/2012		G	V	39,450	D	\$ 0
Common Stock ⁽¹⁾	07/26/2012		D		88,000 ⁽²⁾	D	\$ 127.5
Common Stock ⁽¹⁾	07/26/2012		D		116,784	D	\$ 127.5
Common Stock ⁽¹⁾	07/26/2012		D		2,327.3268	D	\$ 127.5

By Employees' Savings Plan

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 88.635	07/26/2012		D	85,000	⁽³⁾	01/03/2021	Common Stock	85,000
Employee Stock Option (Right to Buy)	\$ 65.315	07/26/2012		D	85,000	⁽³⁾	01/04/2020	Common Stock	85,000
Employee Stock Option (Right to Buy)	\$ 38.37	07/26/2012		D	105,000	⁽³⁾	01/02/2019	Common Stock	105,000
Employee Stock Option (Right to Buy)	\$ 69.865	07/26/2012		D	105,000	⁽³⁾	01/02/2018	Common Stock	105,000

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

Joan M. Taffi, By Power of
Attorney

07/30/2012

__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).
Each share of common stock or phantom stock was disposed of in exchange for a cash payment of \$127.50 per share pursuant to the
(1) Agreement and Plan of Merger by and among United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated as of September 21, 2011.
(2) Restricted Stock Units that vested on the effective date of the merger and were disposed of in exchange for a cash payment equal to \$127.50 per share.
(3) The stock option vests in equal annual installments on each of the first three anniversaries of the grant date.
(4) This option was canceled in the merger in exchange for a cash payment equal to the difference between \$127.50 and the exercise price per share set forth in Column 2.

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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