

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 *
Witowski Gerald T

(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
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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		M		9,000	A	\$ 32.43	41,473	D
Common Stock	04/28/2008		M		6,666	A	\$ 40.405	48,139	D
Common Stock	04/28/2008		S		3,900	D	\$ 68.18	44,239	D
Common Stock	04/28/2008		S		100	D	\$ 68.19	44,139	D
Common Stock	04/28/2008		S		800	D	\$ 68.2	43,339	D

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Common Stock	04/28/2008	S	1,000	D	\$ 68.21	42,339	D	
Common Stock	04/28/2008	S	8,000	D	\$ 68.22	34,339	D	
Common Stock	04/28/2008	S	300	D	\$ 68.23	34,039	D	
Common Stock	04/28/2008	S	1,566	D	\$ 68.24	32,473	D	
Common Stock						278	I	By Trust

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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.43	01/03/2005		M		9,000		<u>(1)</u>	01/02/2015	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 40.405	01/03/2006		M		6,666		<u>(2)</u>	01/03/2016	Common Stock	6,666

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director	10% Owner	Officer	Other
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Witowski Gerald T
C/O GOODRICH CORPORATION
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

Executive
Vice
President

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).
- (1) The option vested as follows: 33.33% on 1/3/06, 33.33% on 1/3/07 and 33.34% on 1/3/08.
- (2) The option vests as follows: 33.33% on 1/3/07, 33.33% on 1/3/08 and 33.34% on 1/3/09.

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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