GRISIK JOHN J

Form 4 May 02, 2007

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

C/O GOODRICH

TYVOLA ROAD

(Print or Type Responses)

1. Name and Address of Reporting Person * GRISIK JOHN J

(First)

CORPORATION, 2730 WEST

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

GOODRICH CORP [GR]

3. Date of Earliest Transaction

05/01/2007

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Month/Day/Year) Director _X__ Officer (give title

Other (specify below)

Executive Vice President

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHARLOTTE, NC 28217

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit Dior Dispos (Instr. 3, 4	ed of		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)
Common Stock	05/01/2007		M	10,000	A	\$ 18.76	90,836.7535	D	
Common Stock	05/01/2007		M	1,728	A	\$ 34.2036	92,564.7535	D	
Common Stock	05/01/2007		M	1,105	A	\$ 37.0142	93,669.7535	D	
Common Stock	05/01/2007		M	3,984	A	\$ 25.101	97,653.7535	D	
Common Stock	05/01/2007		S	2,400	D	\$ 56.71	95,253.7535	D	

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Common Stock	05/01/2007	S	2,000	D	\$ 56.72	93,253.7535	D
Common Stock	05/01/2007	S	400	D	\$ 56.73	92,853.7535	D
Common Stock	05/01/2007	S	300	D	\$ 56.74	92,553.7535	D
Common Stock	05/01/2007	S	6,900	D	\$ 56.75	85,653.7535	D
Common Stock	05/01/2007	S	3,100	D	\$ 56.76	82,553.7535	D
Common Stock	05/01/2007	S	1,113	D	\$ 56.77	81,440.7535	D
Common Stock	05/01/2007	S	600	D	\$ 56.78	80,840.7535	D
Common Stock	05/01/2007	S	200	D	\$ 56.79	80,640.7535	D
Common Stock	05/01/2007	S	4,200	D	\$ 56.8	76,440.7535	D
Common Stock	05/01/2007	S	1,200	D	\$ 56.81	75,240.7535	D
Common Stock	05/01/2007	S	1,000	D	\$ 56.82	74,240.7535	D
Common Stock	05/01/2007	S	2,600	D	\$ 56.83	71,640.7535	D
Common Stock	05/01/2007	S	300	D	\$ 56.85	71,340.7535	D
Common Stock	05/01/2007	S	100	D	\$ 56.86	71,240.7535	D
Common Stock	05/02/2007	G	690	D	\$ 56.795	70,550.7535	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security			(D)	sposed of : 3, 4,				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.76	05/01/2007	M		10,000	01/02/2003	01/02/2013	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 34.2036	05/01/2007	M		1,728	01/02/2001	01/01/2011	Common Stock	1,728
Employee Stock Option (right to buy)	\$ 37.0142	05/01/2007	M		1,105	04/17/2001	04/16/2011	Common Stock	1,105
Employee Stock Option (right to buy)	\$ 25.101	05/01/2007	M		3,984	01/02/2002	01/01/2012	Common Stock	3,984

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GRISIK JOHN J C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Executive Vice President				
Signatures							
Vincent M. Lichtenberger, by power of attorney		05/02/2007					
**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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 3

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