RANKIN ALFRED M JR

Form 4 April 22, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

(Zip)

RANKIN ALFRED M JR

2. Issuer Name and Ticker or Trading Symbol

GOODRICH CORP [GR]

3. Date of Earliest Transaction

(Month/Day/Year) 04/20/2010

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

OMB

Number:

Expires:

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Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O NACCO INDUSTRIES, INC., 5875 LANDERBROOK

DRIVE

(City)

(Instr. 3)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MAYFIELD HTS., OH 44124-4017

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	(A) or Disposed (D) (Instr. 3, 4, and 5	of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D) Da	ate xercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	(1)	04/20/2010		A	1,273.9755		(2)	(2)	Common Stock	1,273.97

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RANKIN ALFRED M JR
C/O NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE
MAYFIELD HTS., OH 44124-4017

Signatures

Vincent M. Lichtenberger, by Power of Attorney 04/21/2010

**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) 1-for-1
- (2) The phantom stock was accrued under the Goodrich Corporation Outside Director Phantom Share Plan. The phantom stock is to be settled in cash only upon the reporting person's retirement, at various times based upon elections made by the reporting person.
- (3) Includes 266.2113 shares of phantom stock acquired during the period of 7/1/09 to 4/1/10 pursuant to a dividend reinvestment feature of the Goodrich Corporation Directors' Phantom Share Plan and the Goodrich Corporation Outside Director Phantom Share Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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