

GRISIK JOHN J
Form 4
November 02, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
GOODRICH CORP [GR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Executive Vice President

(Last) (First) (Middle)
C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common stock	11/01/2007		M		15,000	A	\$ 18.76	82,575.2664	D	
Common Stock	11/01/2007		S		8,200	D	\$ 68	74,375.2664	D	
Common Stock	11/01/2007		S		200	D	\$ 68.01	74,175.2664	D	
Common Stock	11/01/2007		S		100	D	\$ 68.14	74,075.2664	D	
Common Stock	11/01/2007		S		100	D	\$ 68.16	73,975.2664	D	

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Common Stock	11/01/2007	S	2,200	D	\$ 68.18	71,775.2664	D
Common Stock	11/01/2007	S	200	D	\$ 68.19	71,575.2664	D
Common Stock	11/01/2007	S	1,600	D	\$ 68.2	69,975.2664	D
Common Stock	11/01/2007	S	100	D	\$ 68.21	69,875.2664	D
Common Stock	11/01/2007	S	700	D	\$ 68.22	69,175.2664	D
Common Stock	11/01/2007	S	500	D	\$ 68.23	68,675.2664	D
Common Stock	11/01/2007	S	2,008	D	\$ 68.24	66,667.2664	D
Common Stock	11/01/2007	S	100	D	\$ 68.29	66,567.2664	D
Common Stock	11/01/2007	S	100	D	\$ 68.31	66,467.2664	D
Common Stock	11/01/2007	S	2,200	D	\$ 68.33	64,267.2664	D
Common Stock	11/01/2007	S	2,000	D	\$ 68.34	62,267.2664	D
Common Stock	11/01/2007	S	200	D	\$ 68.35	62,067.2664	D
Common Stock	11/01/2007	S	500	D	\$ 68.37	61,567.2664	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 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)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.76	11/01/2007	M	15,000	<u>(1)</u>	01/02/2013	Common Stock	15,000

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	11/02/2007
**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).
- (1) The option vested as follows: 35% on 1/2/04, 35% on 1/2/05 and 30% on 1/2/06.

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.