#### Edgar Filing: LINNERT TERRENCE G - Form 4

#### LINNERT TERRENCE G

Form 4

March 03, 2010

## FORM 4

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

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to Section 16.

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

January 31, 2005 Estimated average

Form 4 or 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

burden hours per response... 0.5

**OMB APPROVAL** 

1(b).

(Print or Type Responses)

1. Name and Ad LINNERT TI		_	2. Issuer Name <b>and</b> Ticker or Trading Symbol GOODRICH CORP [GR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(Last) (First) (Middle) 3. Da		3. Date of Earliest Transaction	(encer un approuve)		
C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD			(Month/Day/Year) 03/01/2010	Director 10% OwnerX Officer (give title Other (specify below)  Executive VP & General Counsel		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHARLOTTE, NC 28217			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(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. Transactic Code (Instr. 8)	4. Securit or 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	03/01/2010		M	12,535	A	\$ 25.101	88,919	D			
Common Stock	03/01/2010		S	12,535	D	\$ 67.17 (1)	76,384	D			
Common Stock							475.05	I	By Employees Savings Plan		

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)	onDerivative		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 25.101	03/01/2010		M		12,535	01/02/2003	01/01/2012	Common Stock	12,535				

Deletionships

Other

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

LINNERT TERRENCE G
C/O GOODRICH CORPORATION

Executive VP

2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

& General Counsel

# **Signatures**

Vincent M. Lichtenberger, By Power of Attorney 03/03/2010

\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.15 to \$67.19 inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exhange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

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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