

GOODRICH CORP

Form 4

February 17, 2005

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 *
EGNOTOVICH CYNTHIA M

(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)
02/15/2005

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)

President, Electronic Systems

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	02/15/2005		F		194	D	\$ 36.61	34,573.372 <u>(1)</u>	D
Common Stock	02/17/2005		M		10,330	A	\$ 18.76	44,903.372	D
Common Stock	02/17/2005		S		10,330	D	\$ 35.9334	34,573.372	D
Common Stock	02/17/2005		M		3,690	A	\$ 25.1	38,263.372	D
Common Stock	02/17/2005		S		3,690	D	\$ 35.9334	34,573.372	D

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Common Stock	02/17/2005	M	850	A	\$ 25.49	35,423.372	D
Common Stock	02/17/2005	S	850	D	\$ 35.9334	34,573.372	D
Common Stock	02/17/2005	M	2,430	A	\$ 25.49	37,003.372	D
Common Stock	02/17/2005	S	2,430	D	\$ 35.9334	34,573.372	D
Common Stock						9,557.708	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)	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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.76	02/17/2005		M	10,330	(2) 01/02/2013	Common Stock 10,330
Employee Stock Option (right to buy)	\$ 25.1	02/17/2005		M	3,690	(2) 01/01/2012	Common Stock 3,690
Employee Stock Option (right to buy)	\$ 25.49	02/17/2005		M	850	(2) 02/21/2010	Common Stock 850

buy)

Employee

Stock

Option	\$ 25.49	02/17/2005	M	2,430	<u>(2)</u>	01/02/2010	Common Stock	2,430
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(right to

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGNOTOVICH CYNTHIA M C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			President, Electronic Systems	

Signatures

Cynthia M. Egnotovich	02/18/2005
<u> </u> 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) Includes 284.0935 shares acquired pursuant to the Employee Stock Purchase Plan.
- (2) Fully vested.

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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