

EGNOTOVICH CYNTHIA M
Form 4
July 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
EGNOTOVICH CYNTHIA M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

VP & Segment President -

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

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)
			Code	V Amount	(A) or (D) Price		
Common Stock	06/22/2012		G	V 5,903	D \$ 0	D	
Common Stock ⁽¹⁾	07/26/2012		D	39,750 ⁽⁵⁾	D \$ 127.5	D	
Common Stock ⁽¹⁾	07/26/2012		D	40,879.372	D \$ 127.5	D	
Common Stock ⁽¹⁾	07/26/2012		D	13,739.5975	D \$ 127.5	I	By Employees' Savings Plan

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nun Sha
Common Stock ⁽⁶⁾	<u>(7)</u>	07/26/2012		D	10,618.4225	<u>(6)</u> <u>(6)</u>	Common Stock 10
Employee Stock Option (Right to Buy)	\$ 88.635	07/26/2012		D	22,000	<u>(3)</u> 01/03/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 65.315	07/26/2012		D	22,000	<u>(3)</u> 01/04/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 38.37	07/26/2012		D	28,000	<u>(3)</u> 01/02/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 69.865	07/26/2012		D	28,000	<u>(3)</u> 01/02/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 45.87	07/26/2012		D	16,500	<u>(3)</u> 01/03/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 45.87	07/26/2012		D	35,000	<u>(3)</u> 01/03/2014	Common Stock

Buy)
 Employee
 Stock
 Option \$ 18.76 07/26/2012 D 1 (3) 01/02/2013 Common Stock
 (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			VP & Segment President -	

Signatures

Joan M. Taffi, By Power of
 Attorney 07/30/2012
 **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).
- Each share of common stock or phantom stock was disposed of in exchange for a cash payment of \$127.50 per share pursuant to the
- (1) Agreement and Plan of Merger by and among United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated as of September 21, 2011.
 - (2) Includes 34 shares acquired since the date of the last statement pursuant to the Employee Stock Purchase Plan.
 - (3) The stock option vests in equal annual installments on each of the first three anniversaries of the grant date.
 - (4) This option was canceled in the merger in exchange for a cash payment equal to the difference between \$127.50 and the exercise price per share set forth in Column 2.
 - (5) Restricted Stock Units that vested on the effective date of the merger and were disposed of in exchange for a cash payment equal to \$127.50 per share.
- These shares were deferred under the Goodrich Corporation Performance Share Deferred Compensation Plan, were to be settled in stock
- (6) upon the reporting person's retirement at various times based upon elections made by the reporting person and were disposed of in exchange for a cash payment equal to \$127.50 per share.
 - (7) Each deferred share has the economic equivalent of one share of common stock.

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.