

GOODRICH CORP
Form 4
November 15, 2006

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 *
Witowski Gerald T

(Last) (First) (Middle)

14300 JUDICIAL ROAD

(Street)

BURNSVILLE, MN 55306

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2006

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 below) ____ Other (specify
below)

Segment President-Electronics

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)
Common Stock	11/13/2006		M	3,651 A	\$ 18.76 19,455	D	
Common Stock	11/13/2006		M	2,520 A	\$ 39.6846 21,975	D	
Common Stock	11/13/2006		S	651 D	\$ 44.95 21,324	D	
Common Stock	11/13/2006		S	1,500 D	\$ 44.94 19,824	D	
Common Stock	11/13/2006		S	1,500 D	\$ 44.93 18,324	D	

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Common Stock	11/14/2006	S	4	D	\$ 44.86	18,320	D	
Common Stock						278	I	By Trust

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)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.76	11/13/2006		M		3,651		<u>(1)</u>	01/02/2013	Common Stock	3,651
Employee Stock Option (right to buy)	\$ 39.6846	11/13/2006		M		2,520		<u>(2)</u>	01/01/2008	Common Stock	2,520

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Witowski Gerald T 14300 JUDICIAL ROAD BURNSVILLE, MN 55306	Segment President-Electronics

Signatures

L. Gail Gormly, by power of
attorney

11/15/2006

__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.
- (2) The option vested as follows: 35% on 1/2/99, 35% on 1/2/00 and 30% on 1/2/01.

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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