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Form 4													
April 05, 2006 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL				
	UNITED				ND EXC D.C. 205		OMMISSION	OMB Number:	3235-0287				
Check t if no lor subject Section Form 4	anis box ger o STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 16. SECURITIES									Expires: Estimated av burden hour response			
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> CREEL DIANE C			2. Issuer Name and Ticker or Trading Symbol					,	5. Relationship of Reporting Person(s) to Assuer				
(Last)	(First)	(Middle)	dle) 3. Date of Earliest Transaction						(Check all applicable)				
EASTGATE SQUARE, 50 SQUARE DRIVE, SUITE 200			(Month/Day/Year) 04/03/2006					-	_X_ Director 10% Owner Officer (give titleOther (specify below)				
	Filed(Month/Day/Year)					A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
VICTOR,	NY 14564							Ē	Form filed by Mo Person	ore than One Rep	oorting		
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			ired (A) o	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	7	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Phantom Stock (1)	04/03/2006			А	10	03.2979	А	\$ 43.465	6,927.5238	D			
Common Stock									206	D			

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CREEL DIANE C EASTGATE SQUARE 50 SQUARE DRIVE, SUITE 200 VICTOR, NY 14564	Х							
Signatures								
/s/ Sally L. Geib, by power of attorney		04/05/2006						
**Signature of Reporting Person		Date						
Explanation of Responses:								

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 phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and Outside Director Deferral Plan and are to be settled in stock only upon the reporting person's retirement.

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.