GOODRICH CORP Form 4

October 02, 2002

#### FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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** 

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1. Name and Addre			ne <b>and</b> Tickorporation -		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) ( c/o NACCO Indus 5875 Landerbrook	of Report	ting	ntification No Person, voluntary)	umber		/Day/Year	Director				
Mayfield Heights,						f Original (C n/Day/Year) <b>X</b> Pe	Individual or Joint/Group Filing heck Applicable Line) Form filed by One Reporting rson Form filed by More than One eporting Person				
(City)	p)	Ta	ble	I Non-De	rivati	ve Securit	ties Acquired, Dispose	ed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	action Code (Instr. 8)		4. Securitie or Disposed (Instr. 3, 4 d	l of (D & 5)	)	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
			Code	V	Amount	(A) or (D)	Price	Price ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)	(Instr. 4)	
Phantom Stock Dividend	01/02/02	01/02/02	A	V	45.7657	A	26.1900		D		
Phantom Stock	03/28/02	03/28/02	A	V	196.7574	A	31.7650		D		
Phantom Stock Dividend	04/01/02	04/01/02	A	V	40.1920	A	31.7400		D		
Phantom Stock(1)	06/03/02	06/03/02	A	V	211.5286	A	32.03		D		
Phantom Stock	06/28/02	06/28/02	A	V	228.1022	A	27.40		D		
Phantom Stock Dividend	07/01/02	07/01/02	A	V	37.7052	A	26.9850		D		
Phantom Stock	09/30/02	09/30/02	A		331.0381	A	18.88		D		
Phantom Stock Dividend	10/01/02	10/01/02	A		54.4991	A	19.645	5738.7141	(2) <b>D</b>		

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

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#### FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

(0.8., 10.0., 0.0)				, .		-, -,				,					
1. Title of	2. Conver-	3. Trans-	3A.	4.		5. Number of		6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Nat
Derivative	sion or	action	Deemed	Trans	-	Derivative		and Expiration		Amount of		Derivative	Derivative	Owner-	of Indi
Security	Exercise	Date	Execution	action	ı	Securities		Date		Underlying		Security	Securities		Benefic
	Price of		Date,	Code		Acquired (A)		(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Owner
(Instr. 3)	Derivative	(Month/	if any			or Dispos	ed	Year)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4
	Security	Day/	(Month/	(Instr		of (D)							Following	ative	
		Year)	Day/	8)									Reported	Security:	
			Year)			(Instr. 3, 4 &							Transaction(s)	Direct	
						5)							(Instr. 4)	(D)	
				Code	V	(A)	(D)	Date	Expira-	Title	Amount		,	or	
				Code	ľ	(11)			tion	11110	or			Indirect	
								LXCI-CISADIC	Date		Number			(I)	
									Date		of			(Instr. 4)	
											Shares				
Phantom	1-for-1	01/02/02	01/02/02	Α	v	25.1508				Phantom		26.1900		D	
Stock	1-101-1	01/02/02	01/02/02		<b>'</b>	25.1500				Shares	25.1500	20.1700			
Dividend										Shares					
Phantom	1 for 1	04/01/02	04/01/02	Α	V	20.9707				Phantom	20.9707	31.7400		D	
Stock	1-101-1	04/01/02	04/01/02	A	ľ	20.9707				Fhantom Shares	20.9707	31./400		D	
Dividend										Shares					
Phantom	1 fan 1	06/02/02	06/03/02	Α	<b>X</b> 7	105.9144				Phantom	105 0144	32.03		D	
	1-101-1	00/03/02	00/03/02	A	v	105.9144				Phantom Shares	105.9144	32.03		ש	
Stock(3)										Shares					
Phantom	1-for-1	07/01/02	07/01/02	A	V	18.8793				Phantom	18.8793	26.9850		D	
Stock										Shares					
Dividend															
Phantom	1-for-1	10/01/02	10/01/02	A		26.1257				Phantom	26.1257	19.645	2592.3009 <sup>(4)</sup>	D	
Stock										Shares					
Dividend					L										
								·				•	•		

Explanation of Responses:

By: /s/ /s/ Alfred M. Rankin, Jr. 10/01/2002 Alfred M. Rankin, Jr. Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>(1)</sup> Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Director's Deferred Compensation Plan.

<sup>(2)</sup> The phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and are to be settled in stock only upon the reporting person's retirement.

<sup>(3)</sup> Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Outside Director's Phantom Share Plan.

<sup>(4)</sup> The phantom stock units were accrued under Goodrich Corporation's Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

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