

Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CORP
 Form 4
 March 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Linnert, Terrence G.
 Goodrich Corporation
 Four Coliseum Centre
 2730 West Tyvola Road
 Charlotte, NC 28217
 USA
2. Issuer Name and Ticker or Trading Symbol
 Goodrich Corporation
 GR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 2/15/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President and General Counsel
7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	2/15/02	A	11,252.2627**	(A) \$27.9450
Common Stock	2/15/02	A	4,200	(A) \$38,743***

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Securities Owned

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Secu- rity	Date	Code	V	Amount	D ble	cisa- ble	Date	of Shares		
Stock Option						*	11/2/ 07	Common Stock	15,000 8	\$44 8
Stock Option						*	1/1/0 8	Common Stock	11,300 3	\$41 3
Stock Option						*	1/3/0 9	Common Stock	15,300 3	\$36 3
Stock Option						*	1/2/1 0	Common Stock	38,900 8	\$26 8
Stock Option						*	1/1/1 1	Common Stock	7,000 5	\$35 5
Stock Option						*	1/1/1 1	Common Stock	28,000 3	\$38 3
Stock Option	\$26.19	1/2/0 2	(A)	35,000	A	*	1/1/1 2	Common Stock	35,000 3	\$26 3

Explanation of Responses:

* Fully
vested.

** Shares acquired in connection with the payout of the Goodrich Corporation
2000-2001 Long-Term Incentive Plan.

*** A fractional share of .8583 was paid in cash to reporting
person.

SIGNATURE OF REPORTING PERSON

/s/ Terrence G. Linnert

DATE

3/6/02