

GOODRICH CORP
Form 4
August 23, 2005

FORM 4

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

OMB APPROVAL

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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 *
LEE JERRY S

(Last) (First) (Middle)

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

CHARLOTTE, NC 28217

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	08/22/2005		M		1,565	A	\$ 32.9457	28,732	D	
Common Stock	08/22/2005		M		14,190	A	\$ 25.488	42,922	D	
Common Stock	08/22/2005		S		5,200	D	\$ 45	37,722	D	
Common Stock	08/22/2005		S		1,400	D	\$ 45.01	36,322	D	
Common Stock	08/22/2005		S		100	D	\$ 45.05	36,222	D	

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Common Stock	08/22/2005	S	1,708	D	\$ 45.06	34,514	D
Common Stock	08/22/2005	S	300	D	\$ 45.07	34,214	D
Common Stock	08/22/2005	S	800	D	\$ 45.08	33,414	D
Common Stock	08/22/2005	S	700	D	\$ 45.09	32,714	D
Common Stock	08/22/2005	S	200	D	\$ 45.1	32,514	D
Common Stock	08/22/2005	S	800	D	\$ 45.11	31,714	D
Common Stock	08/22/2005	S	1,900	D	\$ 45.12	29,814	D
Common Stock	08/22/2005	S	1,082	D	\$ 45.13	28,732	D
Common Stock	08/22/2005	S	1,565	D	\$ 45.19	27,167	D

Common Stock 6,802.6128 I By Employees' Savings Plan

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 32.9457	08/22/2005		M	1,565	01/02/1999	01/01/2006	Common Stock	1,565

(right to buy)

Employee Stock

Option \$ 25.488 08/22/2005

M 14,190 01/03/2003 01/02/2010 Common Stock 14,190

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE JERRY S C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Senior Vice President	

Signatures

Jerry S. Lee 08/23/2005

__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).

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.