

GOODRICH CORP
Form 3
February 23, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pollino Jennifer | | (Month/Day/Year) | GOODRICH CORP [GR] | |
| (Last) | (First) | (Middle) | 02/22/2005 | |
| C/O GOODRICH CORPORATION,Â 2730 W. TYVOLA ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHARLOTTE,Â NCÂ 28217 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,745.43 ⁽¹⁾ ⁽²⁾ | D | Â |
| Common Stock | 6,544.0338 | I | By Employee's Savings Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Employee Stock Option (right to buy) | Â (3) | 01/03/2015 | Common Stock | 10,000 | \$ 32.43 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/17/2014 | Common Stock | 12,000 | \$ 30.53 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 01/02/2013 | Common Stock | 3,690 | \$ 18.76 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/01/2011 | Common Stock | 5,509 | \$ 37.01 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/01/2011 | Common Stock | 1,378 | \$ 34.2 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/03/2009 | Common Stock | 3,756 | \$ 34.65 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pollino Jennifer C/O GOODRICH CORPORATION 2730 W. TYVOLA ROAD CHARLOTTE, NC 28217 | Â | Â | Â Senior Vice President | Â |

Signatures

Jennifer Pollino 02/22/2005
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 9,600 restricted stock units.
- (2) Includes 1145.43 shares acquired pursuant to the Employee Stock Purchase Plan.
- (3) The stock option vests in three annual installments of 3,333 shares 01/03/2006; 3,333 shares 01/03/2007; and 3,334 shares 01/03/2008.
- (4) The stock option vests in three equal annual installments of 4,000 shares each on 02/17/2005, 02/17/2006 and 02/17/2007.
- (5) Fully vested.
- (6) The stock option will vest on 01/02/2006.

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.