Edgar Filing: YOUNG A THOMAS - Form 4

YOUNG A TH Form 4	IOMAS										
April 22, 2009											
FORM	4					antinar			PPROVAL		
Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exch								Estimated burden ho response	ours per		
obligations may continu <i>See</i> Instruct 1(b).	section 17(a) of the l	Public U	Jtility Hol	ding Cor		of 1935 or Secti				
(Print or Type Res	sponses)										
				2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			GOODRICH CORP [GR]				(Check all applicable)				
(M			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2009			X_ Director 10% Owner Officer (give title Other (specify				
CORPORATI TYVOLA RO	ON, 2730 W.		04/21/2	2007			below)	below)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
	Transaction Date fonth/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
					inforn requi	nation cont red to respo ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible :	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	04/21/2009		А	2,195.122		(2)	(2)	Common Stock	2,195.122

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
YOUNG A THOMAS C/O GOODRICH CORPORATION 2730 W. TYVOLA ROAD CHARLOTTE, NC 28217	Х					
Signatures						
Vincent M. Lichtenberger, By Power Attorney	of	04/22/2009				
**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).
- (1) 1-for-1
- (2) The phantom stock was accrued under Goodrich Corporation Outside Director Phantom Share Plan. The phantom stock is to be settled in cash only upon the reporting person's retirement at various times based upon elections made by the reporting person.
- (3) Includes 501.7590 shares of phantom stock acquired during the period 07/01/2008 to 04/01/2009 pursuant to a dividend reinvestment feature of the Goodrich Corporation Directors' Phantom Share Plan and the Goodrich Corporation Outside Director Phantom Share Plan.

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.