GRISIK JOHN J Form 4 August 18, 2005

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

NGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31,
2005

Expires. 2005
Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_GRISIK JOHN J			2. Issuer Name and Ticker or Trading Symbol GOODRICH CORP [GR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
			GOODKICH COKI [OK]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD		WEST	(Month/Day/Year) 08/16/2005	Director 10% OwnerX Officer (give title Other (specify below)  Segment President,		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

CHARLOTTE, NC 28217

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

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	08/16/2005		M	11,894	A	\$ 32.9457	81,962.7535	D		
Common Stock	08/16/2005		M	2	A	\$ 38.4566	81,964.7535	D		
Common Stock	08/16/2005		M	1,885	A	\$ 34.6529	83,849.7535	D		
Common Stock	08/16/2005		M	1	A	\$ 37.0142	83,850.7535	D		
Common Stock	08/16/2005		F	6,164	D	\$ 44.8	77,686.7535	D		

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Common Stock	08/16/2005	S	5,494	D	\$ 45.08	72,192.7535	D
Common Stock	08/16/2005	S	1	D	\$ 45.07	72,191.7535	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactio Code (Instr. 8)			6. Date Exerci: Expiration Dat (Month/Day/Y	e	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 (right to buy)	\$ 32.9457	08/16/2005		M		11,894	01/02/1999	01/01/2006	Common Stock	11,894
Employee Stock Option (right to buy)	\$ 38.4566	08/16/2005		M		2	01/02/2000	01/01/2007	Common Stock	2
Employee Stock Option (right to buy)	\$ 34.6529	08/16/2005		M		1,885	01/04/2002	01/03/2009	Common Stock	1,885
Employee Stock Option (right to buy)	\$ 37.0142	08/16/2005		M		1	04/17/2001	01/01/2011	Common Stock	1

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRISIK JOHN J

C/O GOODRICH CORPORATION

2730 WEST TYVOLA ROAD

CHARLOTTE, NC 28217

Segment

President,

### **Signatures**

Kenneth L. Wagner, by power of attorney 08/18/2005

\*\*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.

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