

LINNERT TERRENCE G

Form 4

July 30, 2012

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINNERT TERRENCE G

(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)
07/26/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Executive VP & General Counsel

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/20/2012		G	V	1,200	D	\$ 0	61,166	D
Common Stock <u>(1)</u>	07/26/2012		D		29,500 <u>(2)</u>	D	\$ 127.5	31,666	D
Common Stock <u>(1)</u>	07/26/2012		D		31,666	D	\$ 127.5	0	D
Common Stock <u>(1)</u>	07/26/2012		D		1,060.0013	D	\$ 127.5	0	I
									By Employee Savings Plan

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

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(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. 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 Number Shares
Common Stock <u>(5)</u>	<u>(6)</u>	07/26/2012		D	616.7827	<u>(5)</u>	<u>(5)</u>	Common Stock	616.
Employee Stock Option (Right to Buy)	\$ 88.635	07/26/2012		D	22,000	<u>(3)</u>	01/03/2021	Common Stock	22,
Employee Stock Option (Right to Buy)	\$ 65.315	07/26/2012		D	22,000	<u>(3)</u>	01/04/2020	Common Stock	22,
Employee Stock Option (Right to Buy)	\$ 38.37	07/26/2012		D	27,000	<u>(3)</u>	01/02/2019	Common Stock	27,
Employee Stock Option (Right to Buy)	\$ 69.865	07/26/2012		D	26,500	<u>(3)</u>	01/02/2018	Common Stock	26,
Employee Stock Option (Right to Buy)	\$ 45.87	07/26/2012		D	16,500	<u>(3)</u>	01/03/2017	Common Stock	16,
Employee Stock	\$ 45.87	07/26/2012		D	50,000	<u>(3)</u>	01/03/2014	Common Stock	50,

Option
(Right to
Buy)

Employee
Stock

Option \$ 40.405 07/26/2012
(Right to
Buy)

D

23,000

(3)

01/03/2016

Common
Stock

23,

Employee
Stock

Option \$ 32.43 07/26/2012
(Right to
Buy)

D

25,000

(3)

01/02/2015

Common
Stock

25,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

LINNERT TERRENCE G
C/O GOODRICH CORPORATION
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217

Executive VP
& General
Counsel

Signatures

Joan M. Taffi, By Power of
Attorney

07/30/2012

__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).

Each share of common stock or phantom stock was disposed of in exchange for a cash payment of \$127.50 per share pursuant to the

(1) Agreement and Plan of Merger by and among United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated as of September 21, 2011.

(2) Restricted Stock Units that vested on the effective date of the merger and were disposed of in exchange for a cash payment equal to \$127.50 per share.

(3) The stock option vests in equal annual installments on each of the first three anniversaries of the grant date.

(4) This option was canceled in the merger in exchange for a cash payment equal to the difference between \$127.50 and the exercise price per share set forth in Column 2.

(5) These shares were deferred under the Goodrich Corporation Performance Share Deferred Compensation Plan, were to be settled in stock upon the reporting person's retirement at various times based upon elections made by the reporting person and were disposed of in exchange for a cash payment equal to \$127.50 per share.

(6) Each deferred share has the economic equivalent of one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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