

GOODRICH CORP

Form 5

February 13, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Koney, Jr., Robert D.

Goodrich Corporation

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, NC 28217

2. Issuer Name and Ticker or Trading Symbol

The B. F. Goodrich Company

GR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Vice President and Controller

7. Individual or Joint/Group Reporting (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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Stock				1,104

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership of Reporting Person

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Stock Option	\$38.62	4/17/	A	8,720	A	*	1/1/1	Common Stock	8,720	\$38
		01					1			
Stock Option	\$35.6875	1/2/0	A	2,180	A	*	1/1/1	Common Stock	2,180	\$35
		1					1			5
Stock Option						*	1/309	Common Stock	9,700	\$36
										3
Stock Option						*	1/1/0	Common Stock	3,000	\$41
							8			2

Explanation of Responses:

* Fully
vested.

SIGNATURE OF REPORTING PERSON

/s/ Robert D. Koney

DATE

02/08/02