CARMOLA JOHN J

Form 4

February 25, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Add			er Name an ich Corpo			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Carmola, John J. (Last) (First) (Middle) Goodrich Corporation - Four Coliseum Centre 2730 West Tyvola Road					S. Identifica orting Perso tity (volun	on,	umber	4. Statement for Month/Day/Year 2/21/2003	Director			
(Street) Charlotte, NC 28217				Т	able I No	n Dor	ivativa	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person posed of, or Beneficially Owned			
Security action Execution action (Instr. 3) Date Date, (Month/ Day/ if any (Instr. 2)		3. Transaction Code (Instr. 8	S-	4. Securiti (A) or Dis (Instr. 3, 4)	es Acq posed	uired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	2/21/03		A		778 <u>(1)</u>	(D) A		(Instr. 3 & 4) 17,409	D			
Common Stock								4,634.955233	I	By Employees' Savings Plan		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

I	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
ı	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
ŀ	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
		Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
										·		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Instr. 3)	Derivative if any Security (Month/ (Month/ Day/ Day/ Year)			(Instr. 8)		Securitic (Sear) Acquired (A) or Disposed of (D) (Instr. 3, 4 &					: 3 & 4)	Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)	
				Code	V	(A)		Exer-cisable	-		Amount or Number of Shares				

Explanation of Responses:

(1) Shares acquired pursuant to the payout of an award under the Goodrich Corporation 2000-2002 Long-Term Incentive Plan. A fractional share of .2550 was paid in cash to the reporting person.

By: /s/ <u>John J. Carmola</u> John J. Carmola <u>2/24/2003</u> Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).