Reusser Curtis C Form 4 March 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Reusser Curtis C Issuer Symbol GOODRICH CORP [GR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title C/O GOODRICH 03/22/2011 below) CORPORATION, 2730 W. VP & Segment Pres -Electronics TYVOLA RD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHARLOTTE, NC 28217

| (City) | (State) | (Zip) Tabl | le I - Non-l | Derivativo | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | y 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 Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 03/22/2011 | | Code V M | Amount 2,088 | or (D) | Price \$ 37.0142 | (Instr. 3 and 4) 62,378 | D | |
| Common Stock | 03/22/2011 | | F | 917 | D | \$ 84.265 | 61,461 | D | |
| Common Stock | 03/22/2011 | | M | 6,760 | A | \$ 37.0142 | 68,221 | D | |
| Common Stock | 03/22/2011 | | F | 4,578 | D | \$ 84.265 | 63,643 | D | |

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

Edgar Filing: Reusser Curtis C - Form 4

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

SEC 1474 (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. Transactic 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 37.0142 | 03/22/2011 | | M | 2,088 | <u>(1)</u> | 04/16/2011 | Common Stock | 2,088 |
| Employee Stock Option (Right to Buy) | \$ 37.0142 | 03/22/2011 | | M | 6,760 | <u>(1)</u> | 04/16/2011 | Common Stock | 6,760 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|------------|-----------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Reusser Curtis C C/O GOODRICH CORPORATION 2730 W. TYVOLA RD. CHARLOTTE, NC 28217 | | | VP & Segment Pres -Electronics | | | | |
| Signatures | | | | | | | |
| Vincent M. Lichtenberger, By Power of Attorney | | 03/24/2011 | | | | | |
| **Signature of Reporting Person | | Date | | | | | |

Reporting Owners 2

Edgar Filing: Reusser Curtis C - Form 4

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) The option vested as follows: 35% on 4/17/02, 35% on 4/17/03 and 30% on 4/17/04.

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.