

Pollino Jennifer
 Form 4
 April 28, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pollino Jennifer

(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)
 04/26/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	04/26/2010		M	303 A \$ 34.2036	38,559.43	D	
Common Stock	04/26/2010		F	136 D \$ 75.808	38,423.43	D	
Common Stock	04/26/2010		M	2,831 A \$ 37.0142	41,254.43	D	
Common Stock	04/26/2010		F	1,382 D \$ 75.808	39,872.43	D	
Common Stock	04/26/2010		M	62 A \$ 34.2036	39,934.43	D	

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Common Stock	04/26/2010	S	62	D	\$ 75.18	39,872.43	D
Common Stock	04/26/2010	M	2,678	A	\$ 37.0142	42,550.43	D
Common Stock	04/26/2010	S	2,678	D	\$ 75.0908 <u>(1)</u>	39,872.43	D
Common Stock	04/27/2010	G V	13	D	\$ 0	39,859.43	D
Common Stock						7,572.3801	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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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.2036	04/26/2010		M	303	<u>(2)</u> 01/01/2011	Common Stock	303
Employee Stock Option (Right to Buy)	\$ 37.0142	04/26/2010		M	2,831	<u>(3)</u> 04/16/2011	Common Stock	2,831
Employee Stock	\$ 34.2036	04/26/2010		M	62	<u>(2)</u> 01/01/2011	Common Stock	62

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 37.0142	04/26/2010	M	2,678	<u>(3)</u>	04/16/2011	Common Stock	2,678
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pollino Jennifer C/O GOODRICH CORPORATION 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217			Senior Vice President	

Signatures

Joan M. Taffi, By Power of
Attorney

04/28/2010

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.09 to \$75.091, inclusive. The reporting person undertakes to provide to Goodrich Corporation, any security holder of Goodrich Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.
- (1) The option vested as follows: 35% on 1/2/02, 35% on 1/2/03 and 30% on 1/2/04.
 - (2) The option vested as follows: 35% on 4/17/02, 35% on 4/17/03 and 30% on 4/17/04.
 - (3) 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.

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