

Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CORP

Form 4

February 07, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person

Larsen, Marshall O.

c/o Goodrich Corporation

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, NC 28217

USA

2. Issuer Name and Ticker or Trading Symbol

Goodrich Corporation

GR

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

4. Statement for Month/Year

02/06/02

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

12/20/01

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

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

(specify below)

Executive Vice President

7. 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	12/20/01	M	5,000 (A)	\$20.875
Common Stock	12/20/01	F	4,117 (D)	\$25.34

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

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

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares		
Stock Option	\$20.875	12/20/01	M		5,000	D	*	1/1/02	Common Stock	5,000	\$20.10
Stock Option							*	1/3/03	Common Stock	6,000	\$24.15
Stock Option							*	1/2/04	Common Stock	6,600	\$20.1
Stock Option							*	1/2/05	Common Stock	14,400	\$21.3
Stock Option							*	1/1/06	Common Stock	56,000	\$34.10
Stock Option							*	1/1/07	Common Stock	24,000	\$40.10
Stock Option							*	1/1/08	Common Stock	38,700	\$41.3
Stock Option							*	1/3/09	Common Stock	46,500	\$36.3
Stock Option							*	1/2/10	Common Stock	75,100	\$26.18
Stock Option							*	1/1/11	Common Stock	13,000	\$35.15
Stock Option							*	1/1/11	Common Stock	52,000	\$38.1

Explanation of Responses:

* Fully

Vested.

SIGNATURE OF REPORTING PERSON

/s/ Marshall O. Larsen

DATE

2/07/02