

# Edgar Filing: GOODRICH CORP - Form 4

GOODRICH CORP

Form 4

March 08, 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

SCHAUB, ERNEST F.

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

02/15/02

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)

President and Chief Operating Officer of BFGoodrich's Engineered Industrial Products

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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A/ D Price
Common Stock	2/15/02	A	9,183.4511**	(A) \$27.9450
Common Stock	2/15/02	A	5,400	(A) 48,822***
Common Stock				15,000

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Derivative Securities Acquired	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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	Acquired	Disposed	Exercise or Disposed of (D)	Date (Month/Day/Year)	Expiration Date	Title and Number of Shares	Securities
	Price of Derivative Security	Date	Code	V	Amount		
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option							
Stock Option	\$26.19	1/2/02	A		50,000	A	*

## Explanation of Responses:

\* Fully vested.

\*\* Shares acquired in connection with the payout of Goodrich Corporation's 2000-2001 Long-Term Incentive Plan.

\*\*\* A fractional share of .4511 was paid in cash to reporting person.

SIGNATURE OF REPORTING PERSON

/s/ Ernest F. Schaub

DATE

2/8/02