

GOODRICH CORP
Form 4
October 02, 2002

FORM 4

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

OMB APPROVAL

_ 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

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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

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1. Name and Address of Reporting Person* Creel, Diane C. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Goodrich Corporation - GR				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)	
100 West Broadway, Suite 5000			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 10/01/02			
(Street) Long Beach, CA 90802-4443					5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price									
Phantom Stock Dividend	01/02/02	01/02/02	A	V	26.1932	A	26.1900							D		
Phantom Stock	03/28/02	03/28/02	A	V	196.7574	A	31.7650							D		
Phantom Stock Dividend	04/01/02	04/01/02	A	V	23.8724	A	31.7400							D		
Phantom Stock ⁽¹⁾	06/03/02	06/03/02	A	V	129.105	A	32.03							D		
Phantom Stock	06/28/02	06/28/02	A	V	228.1022	A	27.40							D		
Phantom Stock Dividend	07/01/02	07/01/02	A	V	23.0131	A	26.9850							D		
Phantom Stock	09/30/02	09/30/02	A		331.0381	A	18.88							D		
Phantom Stock Dividend	10/01/02	10/01/02	A		34.1680	A	19.645				3721.3624 ⁽²⁾			D		

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

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

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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)

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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Name of Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Dividend	1-for-1	01/02/02	01/02/02	A	V	49.1814				Phantom Shares	49.1814	26.1900		D	
Phantom Stock Dividend	1-for-1	04/01/02	04/01/02	A	V	41.0079				Phantom Shares	41.0079	31.7400		D	
Phantom Stock	1-for-1	04/16/02	04/16/02	A	V	1494.7683				Phantom Shares	1494.7683	33.4500		D	
Phantom Stock ⁽³⁾	1-for-1	06/03/02	06/03/02	A	V	271.96				Phantom Shares	271.96	32.03		D	
Phantom Stock Dividend	1-for-1	07/01/02	07/01/02	A	V	48.4771				Phantom Shares	48.4771	26.9850		D	
Phantom Stock Dividend	1-for-1	10/01/02	10/01/02	A		67.0832				Phantom Shares	67.0832	19.645	6656.3339 ⁽⁴⁾	D	

Explanation of Responses:

(1) Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Director's Deferred Compensation Plan.

(2) The phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and are to be settled in stock only upon the reporting person's retirement.

(3) Reflects an increase in the number of phantom stock units held by the reporting person pursuant to the antidilution provisions of Goodrich Corporation's Outside Director's Phantom Share Plan.

(4) The phantom stock units were accrued under Goodrich Corporation's Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

By: /s/ Diane C. Creel
Diane C. Creel

**Signature of Reporting Person

10/01/2002
 Date

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

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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