

Edgar Filing: LARSEN MARSHALL O - Form 4

LARSEN MARSHALL O

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
 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
 02/15/02
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)
 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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	2/15/02	A	30,572.3735**	(A) \$27.9450
Common Stock	2/15/02	F	14,078.5779	(D) \$27.9450
Common Stock	2/15/02	A	10,800	(A) \$27.9450

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

1. Title of Derivative Security	2. Conversion or Exercise Date	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	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 Underlying Securities
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	Price of			posed of (D)	Day/Year)				Title and Number		
	Deriva-				Date Expir				of Shares		
	tive				A/ Exer- ation						
	Secu-				D cisa- Date						
	rity	Date	Code	V	Amount	ble					
Stock Option						*	1/3/0	Common Stock	6,000	\$24	
							3			5	
Stock Option						*	1/2/0	Common Stock	6,600	\$20	
							4				
Stock Option						*	1/2/0	Common Stock	14,400	\$21	
							5			3	
Stock Option						*	1/1/0	Common Stock	56,000	\$34	
							6			0	
Stock Option						*	1/1/0	Common Stock	\$24,000	\$40	
							7			0	
Stock Option						*	1/1/0	Common Stock	38,700	\$41	
							8			3	
Stock Option						*	1/3/0	Common Stock	46,500	\$36	
							9			3	
Stock Option						*	1/2/1	Common Stock	75,100	\$26	
							0			8	
Stock Option						*	1/1/1	Common Stock	13,000	\$35	
							1			5	
Stock Option						*	1/1/1	Common Stock	52,000	\$38	
							1				
Stock Option	\$26.19	1/2/0	A		65,000	A	*	1/1/1	Common Stock	65,000	\$26
		2						2			

Explanation of Responses:

* Fully

Vested.

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

*** A fractional share of .7956 was paid in cash to reporting person.

SIGNATURE OF REPORTING PERSON

/s/ Marshall O. Larsen

DATE

3-8-02