

GOODRICH CORP
Form 424B5
December 02, 2002

Information in this prospectus supplement is subject to completion or amendment. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of these securities is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 2, 2002

PROSPECTUS SUPPLEMENT
(To Prospectus Dated September 6, 2002)

\$

Goodrich Corporation

\$

% Notes Due

\$

% Notes Due

We are offering \$ _____ million principal amount of our _____ % Notes due _____ and \$ _____ million principal amount of our _____ % Notes due _____. The _____ notes will mature on _____ and will bear interest at the rate of _____ % per annum. The _____ notes will mature on _____ and will bear interest at the rate of _____ % per annum. We may redeem all or some of the notes at any time at the redemption prices discussed under the caption "Description of the Notes Optional Redemption."

The notes will be senior unsecured obligations of our company and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will not be entitled to the benefit of any sinking fund. The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in our notes involves risks that are described in the "Risk Factors" section beginning on page S-13 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per % Note due	Total	Per % Note due	Total
Public offering price	%	\$	%	\$
Underwriting discount	%	\$	%	\$
Proceeds, before expenses, to Goodrich	%	\$	%	\$

Interest on the notes will accrue from December _____, 2002.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company on or about December _____, 2002.

Joint Book-Running Managers

JPMorgan

**Banc One Capital Markets,
Inc.**

Salomon Smith Barney

Banc of America Securities LLC

BNY Capital Markets, Inc.

NatCity Investments, Inc.

Merrill Lynch & Co.

December , 2002

[On the inside front cover of the Preliminary Prospectus Supplement dated November 8, 2002, there is a depiction of the body of a commercial jet airplane under the caption PRODUCTS AND SERVICES showing the location on the airplane of the following products and services provided by Goodrich Corporation: air data and engine sensors; cockpit instruments and avionics; pilot and crew seats; security systems; evacuation systems; fuel and utility systems; landing gear wheels and brakes; engine components; engine actuation; fuel system controls; power generation; flight control surfaces; nacelle systems; pylons/pylon fairings; exhaust nozzles; ice detection and removal; fuel measurement and management systems; primary flight controls; secondary flight controls; exterior lighting; fire detection; cargo systems; potable water systems; and APU tailcones.]

[In a fold-out of the inside front cover of the Preliminary Prospectus Supplement dated November 8, 2002, there is a chart captioned OUR SYSTEMS AND COMPONENTS CAN BE FOUND ON ALMOST EVERY MAJOR AIRCRAFT PLATFORM FLYING TODAY that shows the systems and components provided by Goodrich Corporation for commercial jet airplanes, military jet airplanes, helicopters and tiltrotors, regional/business aircraft and spaceflight, as follows:]

COMMERCIAL

	A300	A310	A320 Family	A330	A340	A340- 500/600	A380	707	717	727	737 (Classic/ Next Gen.)	747-100/ 200/300
	Airbus						Boeing					
AEROSTRUCTURES												
Nacelle Systems and Pylons	X	X	X	X	X			X	X	X	X	X
Other Structures	X						X	X				
ELECTRONIC SYSTEMS												
Sensor Systems and MicroMachines	X	X	X	X	X	X		X	X	X	X	X
Fuel & Utility Systems	X		X	X	X				X	X	X	X
Optical & Space Systems												
Avionics Systems	X	X	X	X	X	X					X	
Lighting Systems	X	X	X	X	X		X		X	X	X	X
ENGINE AND SAFETY SYSTEMS												
Aircraft Interior Products	X	X		X	X	X	X	X		X	X	X
Propulsion Systems				X	X	X					X	X
De-Icing & Specialty Systems	X	X	X	X	X	X		X	X	X	X	X
Turbomachinery Products	X	X		X								X
Pump & Engine Control Systems	X	X						X				X
Turbine Fuel Technologies	X	X	X	X	X	X	X	X	X	X	X	X
LANDING SYSTEMS												
Wheels and Brakes			X	X	X	X				X	X	
Landing Gear							X	X		X	X	X
AERONAUTICAL SYSTEMS												
Engine Control Systems			X	X								X
Actuation Systems	X	X	X	X	X	X	X			X	X	
Power Systems			X	X	X	X	X					
Cargo Systems	X	X					X				X	X
Hoists and Winches												

	COMMERCIAL										MILITARY			
	747-400	757 Series	767 Series	777	DC-8	DC-9	MD-80 Series	MD-90	DC-10	MD-11	Lockheed L-1011	AIDC Ching Kuo IDF	AV-8B	B-1B
	Boeing										Boeing			
AEROSTRUCTURES														
Nacelle Systems and Pylons	X	X	X		X	X	X	X	X	X				
Other Structures									X	X			X	
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Optical & Space Systems														
Avionics Systems					X	X	X	X	X	X			X	X
Lighting Systems	X	X	X	X		X	X	X		X			X	X
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products	X		X	X	X	X	X	X	X					
Propulsion Systems	X	X	X	X		X	X		X	X			X	
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X			X
Turbomachinery Products	X		X	X					X	X		X		X
Pump & Engine Control Systems		X	X		X				X			X		
Turbine Fuel Technologies	X	X	X	X		X		X	X	X		X	X	X
LANDING SYSTEMS														
Wheels and Brakes	X	X	X	X							X			
Landing Gear	X	X	X	X	X	X	X	X	X	X	X	X		X
AERONAUTICAL SYSTEMS														
Engine Control Systems	X	X	X	X						X				X
Actuation Systems			X	X		X				X				
Power Systems	X												X	
Cargo Systems	X	X	X	X	X	X			X	X				
Hoists and Winches														

MILITARY

	C-17	E-6	F-15	F/A-18	KC-135	T-45	EADS G.222/ C-27 (Alenia)	Embraer ALX	Embraer AMX	Eurofighter Typhoon	C-5A/B	C-130	C-141	F-16
	Boeing						Lockheed Martin							
AEROSTRUCTURES														
Nacelle Systems and Pylons					X						X	X	X	
Other Structures		X	X	X	X									X
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines	X		X	X	X	X	X				X	X	X	X
Fuel & Utility Systems			X	X		X	X				X	X	X	X
Optical & Space Systems														
Avionics Systems	X		X	X	X	X	X					X		X
Lighting Systems		X	X	X	X	X			X	X		X	X	X
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products														
Propulsion Systems			X		X							X		X
De-Icing & Specialty Systems	X		X	X				X				X	X	X
Turbomachinery Products			X	X		X						X		X
Pump & Engine Control Systems			X	X	X						X	X	X	
Turbine Fuel Technologies	X		X	X	X					X		X	X	X
LANDING SYSTEMS														
Wheels and Brakes						X		X	X		X	X	X	X
Landing Gear	X	X	X	X	X	X					X	X	X	X
AERONAUTICAL SYSTEMS														
Engine Control Systems						X				X		X		
Actuation Systems	X					X	X		X	X				
Power Systems			X	X			X			X		X		X
Cargo Systems														
Hoists and Winches	X						X				X	X		

MILITARY

	F-22	F-35	F-117	P-3	S-3	Northrup Grumman B-2	Northrup Grumman F-14	Panavia Tornado	Pilatus PC-7, 9	Raytheon T-6A JPATS
Lockheed Martin										
AEROSTRUCTURES										
Nacelle Systems and Pylons				X			X			
Other Structures	X						X			
ELECTRONIC SYSTEMS										
Sensor Systems and MicroMachines	X			X	X	X	X	X		
Fuel & Utility Systems	X	X	X	X	X	X	X	X	X	X
Optical & Space Systems										
Avionics Systems										X
Lighting Systems	X			X	X	X	X	X	X	
ENGINE AND SAFETY SYSTEMS										
Aircraft Interior Products										
Propulsion Systems	X		X	X		X				
De-Icing & Specialty Systems				X					X	X
Turbomachinery Products				X					X	X
Pump & Engine Control Systems				X			X			
Turbine Fuel Technologies	X		X	X	X	X				
LANDING SYSTEMS										
Wheels and Brakes	X	X		X	X	X	X		X	X
Landing Gear	X	X	X	X	X	X	X			
AERONAUTICAL SYSTEMS										
Engine Control Systems								X		
Actuation Systems	X	X						X	X	
Power Systems	X	X				X		X	X	
Cargo Systems										
Hoists and Winches										

HELICOPTERS/TILTROTORS

	Agusta	212/412/			Bell-Boeing				EADS	CH-53/				
	A-109	AH-1	OH-58	UH-1	222/430	V-22	AH-64	CH-46	CH-47	Explorer	Eurocopter	S-65	S-76	S-92
	Bell				Boeing					Sikorsky				
AEROSTRUCTURES														
Nacelle Systems and Pylons														
Other Structures														
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines		X		X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems						X	X	X	X	X	X	X	X	X
Optical & Space Systems	X		X	X		X	X		X					
Avionics Systems		X	X	X	X		X	X	X	X	X	X	X	X
Lighting Systems									X					
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products				X										X
Propulsion Systems														
De-Icing & Specialty Systems		X			X	X	X	X	X		X	X	X	
Turbomachinery Products						X	X	X				X		
Pump & Engine Control Systems	X	X	X	X	X		X		X	X	X			X
Turbine Fuel Technologies	X	X	X	X	X	X	X	X	X			X	X	X
LANDING SYSTEMS														
Wheels and Brakes						X		X	X	X		X	X	
Landing Gear						X	X						X	
AERONAUTICAL SYSTEMS														
Engine Control Systems						X	X							
Actuation Systems						X				X				
Power Systems	X	X	X	X		X	X		X	X	X		X	X
Cargo Systems														
Hoists and Winches	X			X		X			X	X			X	X

HELICOPTERS/TILTROTORS				REGIONAL/BUSINESS			
SH-60	UH-60	Westland WAH-64 Apache	Westland EH-101	AVRO RJ 70/85/100	Jetstream Series	Challenger (Canadair)	Continental (BD-100)
Sikorsky							