

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-08**

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ISSUER

GOODRICH CORP

CIK: **42542** | IRS No.: **340252680** | State of Incorporation: **NY** | Fiscal Year End: **1231**
SIC: **3760** Guided missiles & space vehicles & parts

Mailing Address
4 COLISEUM CENTRE
2730 WEST TYVOLA RD
CHARLOTTE NC 28217

Business Address
4 COLISEUM CENTRE
2730 WEST TYVOLA ROAD
CHARLOTTE NC 28217
7044237000

REPORTING OWNER

WILSON JAMES R

CIK: **1051451** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-00892** | Film No.: **06816471**
SIC: **2800** Chemicals & allied products

Mailing Address
GOODRICH CORP
2730 W TYVOLA RD
CHARLOTTE NC 28217

Business Address
7044237000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person WILSON JAMES R			2. Issuer Name and Ticker or Trading Symbol GOODRICH CORP [GR]		5. 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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2006			
C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)		6. 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	
(Street) CHARLOTTE, NC 28217						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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			
Common Stock	05/08/2006		S		3,000	D	\$46.66	4,692	D	
Common Stock	05/08/2006		S		4,400	D	\$46.67	292	D	
Common Stock	05/08/2006		S		292	D	\$46.81	0	D	
Phantom Stock								15,716.2815 ⁽¹⁾	D	

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 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. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. Includes 763.264 shares of phantom stock acquired during the period from April 1, 2004 to April 3, 2006 pursuant to a dividend reinvestment feature of the Goodrich Corporation's Directors' Deferred Compensation Plan.

Signatures

Sally L. Geib, by power of attorney

** Signature of Reporting Person

05/08/2006

Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.