

CARMOLA JOHN J  
Form 4  
July 30, 2012

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARMOLA JOHN J

(Last) (First) (Middle)

C/O GOODRICH CORPORATION, 2730 WEST TYVOLA ROAD

(Street)

CHARLOTTE, NC 28217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GOODRICH CORP [GR]

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
VP & Segment President -

6. 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 (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 or Disposed of (A) or (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                    | 07/05/2012                           |  | G                              |  | 2,000   | D  | \$ 0  |
| Common Stock <sup>(1)</sup>     | 07/26/2012                           |  | D                              |  | 39,750 <sup>(2)</sup>   | D  | \$ 127.5  |
| Common Stock <sup>(1)</sup>     | 07/26/2012                           |  | D                              |  | 41,297  | D  | \$ 0  |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 88.635  | 07/26/2012                           |  | D                              | 22,000  | <u>(3)</u> 01/03/2021                                    | 01/03/2021  | Common Stock | 22,000                     |
| Employee Stock Option (Right to Buy)       | \$ 65.315  | 07/26/2012                           |  | D                              | 22,000  | <u>(3)</u> 01/04/2020                                    | 01/04/2020  | Common Stock | 22,000                     |
| Employee Stock Option (Right to Buy)       | \$ 38.37   | 07/26/2012                           |  | D                              | 28,000  | <u>(3)</u> 01/02/2019                                    | 01/02/2019  | Common Stock | 28,000                     |
| Employee Stock Option (Right to Buy)       | \$ 69.865  | 07/26/2012                           |  | D                              | 28,000  | <u>(3)</u> 01/02/2018                                    | 01/02/2018  | Common Stock | 28,000                     |
| Employee Stock Option (Right to Buy)       | \$ 45.87   | 07/26/2012                           |  | D                              | 16,500  | <u>(3)</u> 01/03/2017                                    | 01/03/2017  | Common Stock | 16,500                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARMOLA JOHN J  
C/O GOODRICH CORPORATION  
2730 WEST TYVOLA ROAD  
CHARLOTTE, NC 28217

VP & Segment President -

## Signatures

Joan M. Taffi, By Power of  
Attorney

07/30/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).  
Each share of common stock or phantom stock was disposed of in exchange for a cash payment of \$127.50 per share pursuant to the  
(1) Agreement and Plan of Merger by and among United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated as of September 21, 2011.  
(2) Restricted Stock Units that vested on the effective date of the merger and were disposed of in exchange for a cash payment equal to \$127.50 per share.  
(3) The stock option vests in equal annual installments on each of the first three anniversaries of the grant date.  
(4) This option was canceled in the merger in exchange for a cash payment equal to the difference between \$127.50 and the exercise price per share set forth in Column 2.

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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