

GRISIK JOHN J  
Form 4/A  
April 03, 2003

**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).

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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Grisik, John J.</b> (Last) (First) (Middle) <b>c/o Goodrich Corporation - Four Coliseum Centre</b> <b>2730 West Tyvola Road</b>  (Street) <b>Charlotte, NC 28217</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Goodrich Corporation - GR</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Group President</b>			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>03/31/03</b>		5. If Amendment, Date of Original (Month/Day/Year) <b>02/21/03</b>		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			
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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 Transaction(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			
<b>Common Stock</b>	<b>2/21/03</b>		<b>A</b>		<b>1,054<sup>(1)</sup></b>	<b>A</b>		<b>33,979.62138<sup>(2)</sup></b>	<b>D</b>	
<b>Common Stock</b>								<b>9,655.968605</b>	<b>I</b>	<b>By Employees' Savings Plan</b>

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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)		Securities Acquired (A) or Disposed of (D)		Year		(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			
<b>Phantom Stock</b>		<b>2/21/03</b>		<b>A</b>	<b>V</b>	<b>352<sup>(3)</sup></b>						<b>352</b>	<b>D</b>	

Explanation of Responses:

- (1) Shares acquired pursuant to the payout of an award under the Goodrich Corporation 2000-2002 Long-Term Incentive Plan. A fractional share of .1827 was paid in cash to the reporting person.  
 (2) Includes 788.03418 shares acquired in January 2003 pursuant to the Goodrich Corporation Employee Stock Purchase Plan.  
 (3) The phantom stock units were accrued under the Goodrich Corporation Performance Share Deferred Compensation Plan as a result of the deferral of certain performance shares that were earned and payable under the Goodrich Corporation 2000-2002 Long-Term Incentive Plan.

By: /s/ **John J. Grisk** **3/31/03**  
**John J. Grisk** Date  
 \*\*Signature of Reporting Person

\*\*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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