RANKIN ALFRED M JR

Form 4

August 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Number:

3235-0287

0.5

January 31, Expires: 2005

> 10% Owner Other (specify

OMB APPROVAL

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RANKIN ALFRED M JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

(Middle)

GOODRICH CORP [GR] 3. Date of Earliest Transaction

(Check all applicable)

C/O NACCO INDUSTRIES. INC., 5875 LANDERBROOK

DRIVE

(Instr. 3)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

08/01/2007

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

MAYFIELD HTS., OH 44124-4017

(Street)

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	08/01/2007		A	240.6739		(2)	(2)	Common Stock	240.6739

Reporting Owners

Reporting Owner Name / Address

Director

Director

Director

Director

Director

Director

Nowner

Officer

Other

X

X

MAYFIELD HTS., OH 44124-4017

Signatures

Vincent M. Lichtenberger, by power of attorney 08/02/2007

**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).
- (1) 1-for-1
- (2) The phantom stock was accrued under Goodrich Corporation Outside Director Phantom Share Plan. The phantom stock is to be settled in cash only upon the reporting person's retirement at various times based upon elections made by the reporting person.
- (3) Includes 35.5850 shares of phantom stock acquired on July 2, 2007 pursuant to a dividend reinvestment feature of the Goodrich Corporation Directors' Phantom Share Plan and the Goodrich Corporation Outside Director Phantom Share Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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