

GOODRICH CORP  
Form 10-K/A  
March 08, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-K/A**

**(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2011**

**Or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission file number 1-892**

**GOODRICH CORPORATION**

*(Exact name of registrant as specified in its charter)*

**New York**

*(State of incorporation)*

**Four Coliseum Centre  
2730 West Tyvola Road  
Charlotte, North Carolina**

*(Address of principal executive offices)*

**34-0252680**

*(I.R.S. Employer Identification No.)*

**28217**

*(Zip Code)*

**Registrant's telephone number, including area code: (704) 423-7000**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, \$5 par value	New York Stock Exchange
<b>SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None</b>	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity of the registrant, consisting solely of common stock, held by nonaffiliates of the registrant as of June 30, 2011 was \$11.9 billion.

The number of shares of common stock outstanding as of January 31, 2012 was 125,801,407 (excluding 14,000,000 shares held by a wholly owned subsidiary).

**DOCUMENTS INCORPORATED BY REFERENCE: None**

**Explanatory Note**

We filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (Form 10-K) with the U.S. Securities and Exchange Commission (SEC) on February 23, 2012. We are filing this Amendment No. 1 to the Form 10-K (Form 10-K/A) solely for the purpose of restating Item 11 (Executive Compensation), Item 12 (Securities Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters) and Exhibit 10.67 (Compensation Arrangements for the Named Executive Officers) to add one additional executive officer as a named executive officer for 2011. Accordingly, the Compensation Discussion and Analysis and related tables and other disclosures in Items 11 and 12 now include our principal executive officer, principal financial officer, and the four most highly compensated executive officers other than the principal executive officer and principal financial officer who were serving as executive officers as of December 31, 2011.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications by the principal executive officer and principal financial officer as required by Section 302 of the Sarbanes-Oxley Act of 2002. Accordingly, Item 15(a)(3) of Part IV is amended to include the currently dated certifications as exhibits. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

Except as expressly noted in this Form 10-K/A, this Form 10-K/A does not reflect any events occurring after the original filing of our Form 10-K or modify or update in any way any of the other disclosures contained in our Form 10-K, including, without limitation, the financial statements. Accordingly, this Form 10-K/A should be read in conjunction with our Form 10-K and our other filings with the SEC.

**Part III**

**Item 11. *Executive Compensation*  
Compensation Discussion and Analysis**

**Executive Compensation Summary**

In 2011, we experienced sales growth of approximately 16%, with growth occurring in all of our major market channels. Our income from continuing operations attributable to the Company increased 40% from \$578 million in 2010 to \$810 million in 2011. We were able to further improve our strong operating income margins due to our sales growth and favorable sales mix, our continued focus on cost control and operational excellence initiatives. The Company generated excellent net cash provided by operating activities during 2011 of \$1,180 million, an increase of 129% over 2010 results.

As discussed below, we achieved near maximum results on our annual incentive compensation metrics, Free Cash Flow (net cash provided by operating activities minus capital expenditures) and Earnings Before Interest and Taxes. This resulted in achievement of 199.8% of target for the portion of the annual incentive compensation tied to financial performance. Our strong return on invested capital and our total shareholder return during 2011, combined with strong performance in 2009 and 2010 resulted in performance unit payouts at 144.6% for the period covering 2009-2011. We continue to believe that our underlying executive compensation programs remain appropriate and effective in motivating and rewarding the behaviors that create long-term shareholder value. We believe our annual incentive plan financial metrics of Earnings Before Interest and Taxes and Free Cash Flow are the fundamental measurements of the strength of the Company and, when strong performance is sustained, will create shareholder value.

**Executive Compensation Philosophy**

We have designed our compensation programs to help us recruit and retain the executive talent required to successfully manage our business. We have designed the programs to motivate employees to achieve business objectives and maximize their long-term contributions to our success by providing compensation elements that align the interests of executives with enhancing shareholder value and achieving our long-term strategies.

**The Role of Risk and Risk Mitigation**

We believe our executive compensation program appropriately balances risk with maximizing long-term shareholder value. By targeting long-term incentive compensation at 50-60% of our named executive officers' total compensation package, the Committee believes that we are encouraging strategies that correlate with the long-term interests of the Company. In addition, only about 20-25% of total target compensation is fixed for the named executive officers while the remaining total compensation is tied to performance, consistent with the Company's pay-for-performance philosophy. Further, the Committee has selected the financial metrics of Earnings Before Interest and Taxes and Free Cash Flow which are not easily manipulated by short-term risk taking. We have also maintained stock ownership guidelines for over ten years for our named executive officers that not only align their interests with shareholders, but also discourage behavior that is focused only on the short-term. Based on these factors, the Committee believes, with the concurrence of its independent compensation consultant, that our executive compensation program does not encourage our management to take unreasonable risks relating to our business.

The Committee also monitors our executive compensation program for potential risk. Since 2010, the agreements for named executive officers and certain other senior executive recipients of stock options and restricted stock units allow the Committee to clawback certain awards in the case of, among other things, acts of fraud, theft, misappropriation of funds, dishonesty, bad faith or disloyalty. In addition, all of the components of our long-term incentive program contain vesting periods ranging from one to five years.

### **Compensation Committee**

The Compensation Committee of the Board of Directors is responsible for establishing the overall philosophy and objectives, financial metrics and oversight for our executive compensation programs. The Committee presently consists of four independent directors who are responsible for reviewing our compensation, benefits and share-based programs and recommending changes to the full Board of Directors. The Committee meets regularly, at least three times annually, and engages the services of an independent compensation consultant to assist with its deliberations. The Board of Directors has established a Compensation Committee Charter to govern and guide the Committee. The Committee reviews and assesses the Charter annually and recommends any changes to the Board of Directors.

### **Pay Mix of Named Executive Officers**

The Committee's philosophy is to develop short-term and long-term incentive programs that reward financial performance that creates value for our shareholders. Our executive compensation programs are designed to strike an appropriate balance between our short-term and long-term goals and objectives. To that end, the Committee considers the achievement of the long-term goals of the Company to be a priority for increasing shareholder value and targets long-term incentive compensation to be approximately 50% or more of the total direct target compensation of the executive officers. This focuses management on the appropriate long-term initiatives to increase shareholder value. In addition, short-term (annual) incentive compensation is intended to be approximately 25% of the total direct compensation of the executive officers, with annual salary making up the remainder. The Committee believes that this pay mix remains appropriate to create long-term shareholder value, even with recent economic developments.

The Chief Executive Officer's long-term incentive compensation, based on target levels, is approximately 60% of his total direct compensation, and his annual incentive compensation is approximately 20% of his total direct compensation. The remainder of his total direct compensation, approximately 20%, is annual salary. For the other named executive officers, based on target levels, their long-term incentive compensation is approximately 50% of their total direct compensation and their annual incentive compensation is approximately 25% of their total direct compensation. The remainder of the other executives' total direct compensation, approximately 25%, is annual salary.

### **Financial Goals and Performance Metrics**

As the Committee collaborates with the Board of Directors and senior management to evaluate our financial performance, it reviews and identifies those areas where financial performance can be improved. Measures of this financial performance improvement include revenue growth, operating margins, net income, earnings per share, earnings before interest and taxes, cash flow or its individual components, return on equity, return on invested capital and other financial metrics that will enhance shareholder value when achieved or exceeded. In addition to enhancing shareholder value, the executive compensation programs also are intended to provide retention value to the Company and to provide a competitive compensation package for attracting executive talent.

Each year, the Committee reviews our annual and long-term (five years) business plans. Using this review, the Committee identifies those financial goals that are critical for achievement of our business plans. The Committee also annually reviews the components of other aerospace and manufacturing companies' executive compensation programs. This external review helps the Committee identify issues and trends in executive compensation. The Committee determined not to make any changes to the executive compensation program in 2011. Because the shareholders advisory vote on executive compensation was held in April 2011, after the 2011 executive compensation program had been designed and salary decisions and performance awards had been made, the Committee did not consider the favorable shareholder vote in structuring compensation awards for 2011. However, the Committee did consider the results of the shareholder advisory vote in deciding not to subsequently alter our compensation policies and programs.

**Use of Compensation Consultants and Benchmarking Data**

Pearl Meyer & Partners currently serves as the Committee's independent compensation consultant. In addition to providing advice on various executive compensation issues that arise, Pearl Meyer & Partners provides executive compensation market data to the Committee and conducts reviews of the proxy statements of peer companies to evaluate current practices and trends within the aerospace industry. Other than serving as independent compensation consultant to the Committee and providing advice to the Committee on Governance on director compensation issues, Pearl Meyer & Partners provided no other services to the Board, its committees or to the Company since it has been engaged by the Company.

The Committee has established a group of aerospace peer companies (currently 31 companies) which is used for both comparison of total shareholder return and executive compensation levels and practices (referred to as the Primary Peer Group). The Committee also established a subset of the Primary Peer Group (21 companies) for analysis of executive compensation levels and practices (referred to as the Secondary Peer Group). The Secondary Peer Group companies are selected based on their aerospace products, revenue size and comparability to our markets and customers. The Committee believes that the Secondary Peer Group consists of companies that compete with us for executive talent while the Primary Peer Group consists of a broader set of companies that the Committee believes we compete with for outside investment. The companies listed below are our current Primary Peer Group and the Secondary Peer Group is identified in the listing with an asterisk (\*).

AAR Corp.	General Dynamics Corporation*	Raytheon Company*
Alcoa Inc.	Hexcel Corporation*	Rockwell Collins Inc.*
Alliant Techsystems Inc.*	Heico Corporation	Rolls-Royce Group plc
B/E Aerospace, Inc.	Honeywell International Inc.*	Spirit Aerosystems Inc.*
The Boeing Company*	ITT Corporation*	Teledyne Technologies, Inc.*
Bombardier Inc.	L-3 Communications Holdings, Inc.*	Textron Inc.*
Crane Co.*	Lockheed Martin Corporation*	Triumph Group, Inc.*
Curtiss-Wright Corporation	Moog Inc.*	United Technologies Corporation*
EADS N.V.	Northrop Grumman Corporation*	Woodward Governor Company*
Embraer	Parker-Hannifin Corporation*	
Garmin Ltd.	Precision Castparts Corp.*	

\* Companies in our Secondary Peer Group.

In addition to consideration of the data from the Secondary Peer Group, the Committee and Pearl Meyer & Partners also consider data provided by the Company with respect to survey data published by Towers Watson, Mercer and Aon Hewitt. The Committee evaluates the Secondary Peer Group data as well as survey data trends (with equal weighting on the Secondary Peer Group data and survey data, where such data is available, and collectively referred to as "market data" herein) to develop targets, as discussed herein, for each element of compensation for each position. The companies listed in Exhibit 99.1 to the annual report on Form 10-K are included in the survey data.

We use the market data to benchmark several factors considered in the pay setting process. Annually, including 2011, each element of the executive compensation structure (salary range, target incentive award opportunities, and executive benefits and perquisites) and, therefore, target total direct compensation was set to be within a competitive range to the median of the market data. The determination of an individual executive's pay will vary based on his or her competencies, skills, experience and performance, as well as internal alignment and pay relationships. In 2011, each named executive officer's salary and target annual and long-term incentive award opportunities were within the competitive range of median compensation opportunities offered by the market data.

## **Components of Executive Compensation**

The components of our 2011 executive compensation program are: annual salary; annual incentive compensation; long-term incentive compensation; benefits and perquisites relating to financial counseling and tax preparation and executive physicals. Long-term incentive compensation currently consists of grants of restricted stock units, non-qualified stock options and performance units. Each of these components is discussed separately below.

### **Annual Salary**

The Committee views annual salary as the foundation for our executive compensation programs. In establishing salary levels, the Committee considers annual salary as a basic and necessary component of executive compensation. While focusing on executive performance, the payment of annual salary is not directly tied to achievement of certain pre-established financial goals. As discussed above, annual salary is targeted to be approximately 20-25% of the total direct executive compensation package for the named executive officers. The Committee considers financial performance when evaluating future salary adjustments as well as the continued employment of the named executive officers.

In addition, annual salary is intended to ensure that our compensation practices are competitive within the aerospace industry and with major industrial companies (using the market data). To help assess the annual salary of our executive officers, each year the Committee and its independent advisor (currently Pearl Meyer & Partners) review market data for each executive officer, including the named executive officers. The Committee evaluates the market data to develop a target annual salary for each executive position. The Committee believes that the target salary for each of our executive positions should be at the median base salary of similar positions at comparable aerospace and industrial companies. Consistent with our Secondary Peer Group companies, our Chief Executive Officer's annual salary is greater than the salary of the other named executive officers because he has responsibility for the performance of the entire Company while the other named executive officers have responsibility for a business segment or a corporate function. The role requires a different level of knowledge, experience and capability to achieve complex results across the entire Company. While the median is the target, other factors such as experience, time in position, complexity of functions and operations and past performance also are considered. The Committee believes that salaries for executives with significant experience and strong past performance should not generally exceed the 75th percentile of the comparable position within the market data. The Committee recommends to the Board of Directors the annual salary for the Chairman and Chief Executive Officer and establishes the annual salary for certain other executive officers, including the named executive officers. Based on its consideration as well as recommendations from the Chief Executive Officer, the Committee uses its judgment to determine the appropriate salary level for each executive officer. The Chief Executive Officer provides written feedback to the Committee on the performance of the executive officers, including his own. For 2011, the salaries for our named executive officers ranged from the median to about 5% above the 50th percentile of the market data.

### **Annual Incentive Compensation**

Our annual incentive compensation is an annual cash bonus paid based on the achievement of certain financial, individual and team performance goals. In addition to rewarding performance, our annual incentive compensation is intended to motivate and retain qualified individuals who have the opportunity to influence our results and enhance shareholder value. The philosophy is to provide competitive awards when financial objectives are achieved, superior awards when objectives are exceeded, and provide reduced or no awards when the objectives are not achieved.

An individual's annual incentive compensation target under our Management Incentive Plan is expressed as a percentage of salary, with the percentages of salary increasing with the level of the job. For 2011, the target bonus for our Chief Executive Officer was 120% of his annual salary. For the other named executive officers, the target bonus was 80-85% of their annual salary. Consistent with our Secondary Peer Group companies, our Chief Executive Officer's target bonus is greater than the target bonus of the other named

executive officers because he has responsibility for the performance of the entire Company while the other named executive officers have responsibility for a business segment or a corporate function. Annual incentive payments can range from 0% to 200% of target, based on the level of performance against the financial and individual and team objectives. This percentage range is based on the analysis of the market data to ensure that our annual incentive compensation remains competitive. The payout percentages are based on the achievement of the financial and personal and team performance metrics established at the beginning of the year.

Each year, the Committee evaluates our business and strategic plan to determine which financial metrics are critical to achieving this plan and building shareholder value. Based on discussions with our management, the Committee identifies those financial metrics, typically limited to two or three. At the beginning of 2011, the Committee determined that Earnings Before Interest and Taxes as well as Free Cash Flow were critical goals to achieving our strategic plan because of investor focus on these measures as foundational in building shareholder value and because they implicitly capture other drivers such as growth, margin, and investments in capital and new programs. We have used these metrics for the past eight years. For 2011, the weightings of Earnings Before Interest and Taxes as well as Free Cash Flow were equal at 42.5% each for the Chief Executive Officer and 40% each for the other named executive officers. The remaining 15% weighting for the Chief Executive Officer and 20% weighting for the other named executive officers is based on individual and team goals that were identified at the beginning of each year. The Chief Executive Officer's higher weighting for the Company's financial metrics, as compared to the other named executive officers, reflects his responsibility for the Company's overall financial and operational results.

The Committee has reviewed these financial metrics for 2012 in light of current economic conditions and the state of the aerospace industry, and has determined that they remain appropriate. The Committee believes that these two financial metrics remain critical to creating long-term shareholder value and positioning the Company for the future.

The Committee sets the target performance for these financial metrics as well as the threshold and maximum levels at the beginning of each year. The Committee generally establishes the incentive plan targets at the business plan, or budget, for the coming year. This decision is based on the level of difficulty in achieving the business plan as well as identifying the risks associated with the plan. The threshold and maximum levels are then established. The threshold is determined based on the Committee's judgment of acceptable financial performance and, for 2011, was set at 80% of target for the Earnings Before Interest and Taxes metric and 75% of target for the Free Cash Flow metric. The maximum is determined based on superior financial performance which, for 2011, was set at 120% of target for Earnings Before Interest and Taxes and at 125% of target for Free Cash Flow. Annual incentive compensation is paid only if threshold performance is achieved on at least one financial metric. The Committee then reviews financial performance throughout the fiscal year and identifies any areas where further consideration and discussion are warranted. The decision to exercise any discretionary adjustments regarding special items is reserved for year-end after the Committee reviews overall performance. The actual target financial performance levels and the threshold and maximums for the financial metrics for 2011 are set forth below.

#### Chief Executive Officer

Financial Metric	Percentage	Performance Levels (in millions)		
		Threshold	Target	Maximum
Earnings Before Interest and Taxes	42.5%	\$ 900.2	\$ 1125.2	\$ 1,350.2
Free Cash Flow*	42.5%	\$ 441.3	\$ 588.4	\$ 735.5
Team and Individual Goals	15.0%			



**Other Named Executive Officers**

Financial Metric	Percentage	Performance Levels (in millions)		
		Threshold	Target	Maximum
Earnings Before Interest and Taxes	40%	\$ 900.2	\$ 1125.2	\$ 1,350.2
Free Cash Flow*	40%	\$ 441.3	\$ 588.4	\$ 735.5
Team and Individual Goals	20%			

\* Free Cash Flow is defined as net cash provided by operating activities minus capital expenditures.

At its February meeting, the Committee reviews our final financial results for the prior year and determines whether any special consideration, positive or negative, should be exercised. The Committee has the discretion to make adjustments for significant and unusual special items such as restructuring costs, accelerated pension contributions, accelerated settlement of debt obligations, prior year tax settlements, and earnings or cash flow items related to merger, acquisition and divestiture activity occurring during the period. Targets and the minimum and maximum levels are typically adjusted to include the expected EBIT and cash flow associated with acquisitions that occur during the year. After adjustments by the Committee, 2011 Earnings Before Interest and Taxes was \$1,349.2 million and Free Cash Flow was \$896.1 million, resulting in achievement of 199.8% of target.

In addition to the financial objectives used to determine the annual incentive plan payout, each participant is evaluated on the achievement of individual and team goals. These goals are typically non-financial such as execution of strategic initiatives, talent management and continuous improvement. The respective individual and team goals for the named executive officers are discussed, reviewed and approved by the Committee at the beginning of each year. The Chief Executive Officer provides written feedback to the Committee on the achievement of individual and team goals by each named executive officer, including himself.

Mr. Larsen's 2011 annual incentive bonus was \$2,877,280 and was based substantially (85%) on Goodrich's 2011 financial performance. In addition, Mr. Larsen was recognized for the following:

successfully completed acquisitions that provide existing business with new technologies and expanded market presence, and negotiated the pending merger of Goodrich Corporation with United Technologies Corporation;

continued to focus on Goodrich Corporation stock price by effectively communicating our strategy to shareholders and analysts;

continued to improve operating margins across the enterprise by focusing on operational excellence and robust resource allocation;

continued to make our culture development, implementation of our people philosophy and development of our talent management efforts enterprise priorities;

continued the successful implementation of our SAP Enterprise Resource Planning system in several key sites during 2011; and

set an effective tone at the top for the Company's continued full compliance with Sarbanes-Oxley requirements.

Mr. Kuechle's 2011 annual incentive bonus was \$855,240. Mr. Linnert's 2011 annual incentive bonus was \$840,240. Mr. Carmola's 2011 annual incentive bonus was \$908,692. Ms. Egnotovitch's 2011 annual incentive bonus was \$908,692. Mr. Reusser's 2011 annual incentive bonus was \$866,230. Their 2011 annual incentive bonuses were based substantially (80%) on Goodrich's 2011 financial performance which is discussed above. In addition, each of the five was recognized as follows:

Mr. Kuechle:

played a critical role in negotiations involving the Company's pending merger with United Technologies Corporation;

enhanced the resource allocation process to improve working capital, aircraft program and capital expenditure prioritization;

successfully completed two acquisitions on favorable terms that increased revenues by approximately \$250 million;

maintained full compliance with Sarbanes-Oxley requirements;

continued to focus on sustaining Goodrich's price/earnings premium through effective communication with analysts and shareholders; and

focused efforts on driving net income conversion to cash and achieved free cash flow in 2011 in excess of 100% of net income.

Mr. Linnert:

played a critical role in negotiations involving the Company's pending merger with United Technologies Corporation;

successfully provided legal support for two strategic acquisitions that increased Goodrich revenue by approximately \$250 million;

provided appropriate governance support for a joint venture resulting in successful achievement of financial targets;

finalized and implemented an enhanced global anti-corruption policy, including training and certification process;

continued to drive business conduct and ethics mandates through ongoing education and training of all employees; and

maintained full compliance with Sarbanes-Oxley requirements.

Mr. Carmola:

delivered significant program wins, including Boeing 737 wheels and brakes, KC-390 primary flight controls and Gulfstream G650 landing gear;

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substantially improved segment operating income results by 78% over 2010;

focused on further developing and refining an enterprise global manufacturing strategy and continued with its execution;

continued to improve quality and on-time delivery in 2011 and enhanced segment margins; and

successfully completed strategic acquisition to improve existing business operations and products.

Ms. Egnotovich:

achieved significant growth in segment revenues, 24%, and earnings, 36%, compared to 2010;

focused on further developing and refining an enterprise aftermarket strategy to provide added value to customers;

developed and refined a long-term product strategy to secure future growth;

successfully completed strategic acquisition to improve and expand existing Interiors operations and products; and

continued to focus on global business expansion and leveraging new manufacturing capacity in China, Mexico and India.

Mr. Reusser:

focused on developing and executing the growth strategy for the intelligence, surveillance and reconnaissance business;

achieved strong growth in segment margins and cash flow conversion;

focused on further developing and refining an enterprise aftermarket strategy to provide value to customers;

developed an electronic systems segment technology roadmap to expand our commercial and military capabilities; and

improved customer relationships at several airlines and original equipment manufacturers through improved quality and delivery.

For 2011, the Committee adjusted the financial metric targets to include income and cash flow expected from acquisitions that occurred during 2011 and financial performance results to exclude unusual items. The Committee excluded from EBIT costs associated with a facility closure in our Landing Gear business, costs associated with acquisitions made during the year, and costs associated with the pending merger with United Technologies Corporation and excluded from Free Cash Flow after tax cash flow associated with a facility closure in our Landing Gear business, after tax cash costs associated with acquisitions made during the year, and after tax cash costs associated with the United Technologies Corporation merger. These adjustments are also consistent with past practice. After making these adjustments, the Committee recommended to the Board of Directors an annual incentive bonus in the amount discussed above for Mr. Larsen and awarded the amounts discussed above for the other named officers.

### **Long-term Incentive Compensation**

Our long-term incentive compensation awards are made pursuant to the 2011 Equity Compensation Plan, which was approved by shareholders in April 2011. The Equity Compensation Plan is administered by the Committee and provides for a variety of equity-based incentive compensation awards such as restricted stock units, stock options, and performance units. We use a two-year average stock price for determining the amount of shares and/or units granted for non-qualified stock options, restricted stock units and performance units. This approach avoids significant changes in grant size when the stock price is volatile. We believe this approach prudently manages the size of management equity grants and continues to provide alignment with shareholders. This approach has been tested through the challenging economic times of the past several years.

Since 2004, the Committee has provided long-term incentive compensation through the use of restricted stock units, stock options and performance units. The Committee considers it to be an appropriate use of equity as part of total compensation since it further aligns the incentives of our management with the interests of shareholders.

For the named executive officers, the mix of long-term incentive awards is typically weighted 40% restricted stock units, 30% non-qualified stock options and 30% performance unit awards. This approach balances the overall number of shares used each year for equity grants and minimizes the impact of grants on shareholder dilution. This approach also balances the use of restricted stock units, which provide ongoing value, with stock options and performance unit awards, which require stock price growth to

create value. Restricted stock units are granted annually if we achieve an adjusted return on invested capital at or above a predetermined level for the previous year.

The Committee considers the recommendation of the Chief Executive Officer in determining the level of awards of long-term incentive compensation to executive officers, other than himself. The Chief Executive Officer makes recommendations based on guidelines established by the Committee and his judgment on the individual's performance. The Committee has established a set of equity grant guidelines based on its review of competitive practices and the market data. The guidelines are based on salary and level within the Company. The Committee targets the equity grant guidelines at the median of the market data. The Committee also considers its own evaluation of the individuals since the members have an opportunity to observe their performance and have available information on the level of past awards and individual stock ownership of the executive officers which may be considered in the final determination of the awards. The Committee ultimately decides the level of long-term compensation granted to each named executive officer, except for Mr. Larsen. In May 2011, the Company provided a special grant of 15,000 restricted stock units to Messrs. Carmola and Reusser and Ms. Egnotovich for retention purposes. These special restricted stock units are scheduled to vest after three years. The Committee makes a recommendation to the Board of Directors for the level of long-term compensation for Mr. Larsen.

We use the average of the high and low share price on a grant date for the exercise price of stock options and as the fair market value for our restricted stock units. We believe this approach is a more appropriate method of determining fair market value than using the closing price, which could be impacted more by external or market events late on a grant date. The Committee has used this approach since 2002.

#### **Restricted Stock Units**

The Committee views the annual grants of restricted stock units as the foundation for the long-term incentive award program. Restricted stock units provide management with an underlying value in our stock. In order to qualify the restricted stock unit awards as performance-based compensation under Section 162(m) of the Code, the Committee has imposed a performance measure of an 8% return on invested capital for the prior year, which must be met before grants are approved for executive employees. The Committee considers return on invested capital as an effective measure of our ability to manage our capital. Restricted stock units generally, once granted, vest at the rate of 50% on the third anniversary, 25% on the fourth anniversary and the balance on the fifth anniversary of the date of grant to assist in employee retention. Any unvested restricted stock units vest immediately upon a change in control of the Company. The consummation of the pending merger with United Technologies Corporation will constitute a change in control for this purpose. Distribution of stock is generally made upon vesting. The Committee believes that this vesting schedule provides the appropriate balance between short-term and long-term incentives as well as providing retention value to the Company.

In the event a participant becomes retirement eligible, the participant will be deemed vested in the restricted stock units as of the date the participant first becomes retirement eligible. Distribution of stock will be as follows: 50% on the third anniversary, 25% on the fourth anniversary and the balance on the fifth anniversary of the date of grant. If a retirement eligible participant terminates employment prior to the complete distribution and is a specified employee as defined in Section 409A of the Code (generally, one of the top paid officers) of the Company, the distribution will be made six months after termination of employment. Otherwise, the remaining stock will be distributed to the participant within 90 days of termination.

If a participant's employment terminates prior to vesting for any reason other than death, disability or retirement, the unvested restricted stock units are forfeited. A participant who dies or becomes disabled is immediately vested in each restricted stock unit award.

Starting with the 2010 grant, the following provisions apply to the restricted stock unit award agreements to promote retention and support our executive succession plans:

If during the grant year an early retirement eligible participant (age 55 with five years of service) or a normal retirement eligible participant (age 65) terminates employment, the participant's award of restricted stock units will be prorated based on the participant's length of service during the grant year.

If a named executive officer terminates employment and is at least 55 years old but less than 62 years old with at least five years of service, the distribution of the restricted stock units to the participant will be suspended for six months. Within six months after the termination, the Committee may determine if the participant is working (or will be working) for or with a competitor of the Company, did not give the Company timely notification of his or her termination of employment, or engaged in financial malfeasance. If the Committee makes one or more of these determinations within the six-month timeframe, then the restricted stock units that have not been distributed to the participant will be forfeited.

As the Company pays dividends, dividend equivalents are paid to each participant who holds restricted stock units. For the 2011 annual grants, the Committee continued its practice of using a two-year average price for our Common Stock to determine the number of units granted. This approach effectively manages the size of grants and prevents stock price volatility from significantly impacting shares utilized for management grants. As noted above, the Committee approved of a special grant in May 2011 to Messrs. Carmola and Reusser and Ms. Egnovich for retention purposes.

#### Stock Options

The Committee views non-qualified stock option grants as a critical and direct link between management and shareholders. All value earned through stock options is dependent upon an increase in the value of our stock price. Stock options may not be granted at less than 100% of fair market value of our Common Stock on the grant date and options may not be repriced without shareholder approval.

Each year, the Committee approves annual option grants at its December meeting, except with respect to the Chief Executive Officer whose annual grant is approved by the Board of Directors at its December meeting. Senior management recommends to the Committee the potential recipients and the number of options for the annual stock option grant with the Committee reviewing and approving the final grants. The grant price is the fair market value on the grant date, which is defined as the average of the high and low share price on that date. In order to ensure that our annual stock option grants are not subject to market timing, the Committee has historically approved annual stock option grants at its December meeting with a grant date of the first trading day of the following year.

Stock options generally are granted with a three-year graded vesting schedule, vesting one-third each year, and for a term of ten years. The Committee believes that this vesting schedule adequately balances short-term and long-term goals as well as providing retention value to the Company. If a participant dies, becomes disabled or retires on or after age 65, unvested stock options are immediately vested. If a participant retires early (age 55 with five years of service), the shares continue to vest on the original schedule. Any unvested stock options vest immediately upon a change in control of the Company. The consummation of the pending merger with United Technologies Corporation will constitute a change in control for this purpose.

Starting with the 2010 grant, the following provisions applied to the stock option award agreements to promote retention and support our executive succession plans:

If during the grant year an early retirement eligible participant (age 55 with five years of service) or a normal retirement eligible participant (age 65) terminates employment, the participant's award of stock options will be prorated based on the participant's length of service during the grant year.

If a named executive officer terminates employment and is at least 55 years old but less than 62 years old with at least five years of service, the vesting of the stock options will be suspended for six months. Within six months after the termination, the Committee may determine if the participant is working (or will be working) for or with a competitor of the Company, did not give the Company timely notification of his or her termination of employment, or engaged in financial malfeasance. If the Committee makes one or more of these determinations within the six-month timeframe, then the stock options that have not vested will be forfeited.

If a person leaves the Company for reasons other than for death, disability or retirement, the unvested stock options are forfeited and any vested options must be exercised within 90 days.

**Performance Units**

The Committee views performance units as an opportunity to reward senior management for both stock price growth and achievement of financial performance goals. The Committee makes awards every year, based on overlapping three-year performance cycles. The Committee has determined that a three-year cycle is an appropriate balance of short-term and long-term results and represents a realistic performance horizon. At the beginning of each three-year cycle, the Committee establishes the financial metrics. The financial metrics for the performance unit plan have been consistent for the past seven award cycles, including 2011. The financial metrics, listed below, are relative total shareholder return, which measures our stock performance against our Primary Peer Group, and return on invested capital, which was discussed earlier. The award of performance units is limited to our senior management, currently consisting of 45 individuals who have significant responsibilities for managing individual business units or have significant influence on our overall results.

Financial Metric	Percentage	2009-2011 Cycle Performance Levels		
		Threshold	Target	Maximum
Return on Invested Capital(1)	50%	16.4%	17.8%	19.2%
Relative Total Shareholder Return(2)	50%	25th	50th	75th

(1) Return on Invested Capital is defined as Earnings Before Interest and Taxes after tax excluding special items divided by average invested capital.

(2) Relative Total Shareholder Return (RTSR) is defined as our stock performance over the performance period, including reinvested dividends, as compared to the RTSR of the Primary Peer Group of companies.

Awards are credited as performance units in a book account for each participant. Each performance unit is equivalent to one share of our Common Stock. Throughout the performance period, dividend equivalents are credited to each participant's account. Under the award terms, participants are entitled to a payout at the end of each plan cycle only if the threshold performance standard is met. The number of performance units to be used in the calculation of the payout will range from 0% to 200% of the total performance units account (including those credited through dividend equivalents), based on the level of performance against the above financial objectives. At the end of the performance period, the participant will receive a cash payment based on the number of units at the end of the period, the then current price of our Common Stock and the level of achievement of each performance measure.

If an award recipient's employment terminates as a result of death, disability or retirement, the recipient will receive a prorated award, based on actual performance and paid at the end of the schedule performance period, based on the length of time the recipient was employed by the Company during the performance period. In addition, if a change in control of the Company occurs during the performance period, the recipient will receive an interim award within five days after the change in control, and the remainder of the award upon a subsequent qualifying termination of employment. The consummation of

the pending merger with United Technologies Corporation will constitute a change in control for this purpose. If the recipient leaves the Company for any reason other than those stated in this paragraph, the award will be forfeited.

For the 2009-2011 performance cycle, the payout was 144.6% of target award grants. This payout was, in part, based upon the excellent RTSR achieved over the three-year-performance cycle, which was at the maximum payout level. In addition, the ROIC achieved over the three-year performance cycle was near the target level of performance despite the general market downturn that negatively impacted performance in 2009. Finally, the Company's stock price increased 234% during the three-year performance cycle, which further increased the value of the awards relative to target.

### Benefit and Perquisite Programs

Our executive officers, including all of the named executive officers, are eligible to participate in a number of broad-based benefit programs, including health, disability and life insurance programs, an employee stock purchase plan, qualified 401(k) and pension plans and a severance plan. Our executive officers may also participate in other benefit programs including non-qualified deferred compensation and pension plans, a supplemental executive retirement plan, and a management continuity agreement that takes effect upon a change-in-control. Effective January 1, 2010, the Company eliminated the executive perquisites for the CEO and all direct reports to the CEO, with the exception of financial counseling and tax preparation and executive physicals.

### Suspension of New Grants for 2012

Pursuant to the merger agreement with United Technologies Corporation, the Company did not grant any restricted stock units, stock options or performance units for 2012. If the transaction with United Technologies Corporation does not close by August 31, 2012, the Company may provide long-term incentive compensation for 2012 later in 2012 consistent with the program described above.

### Stock Ownership Guidelines

The Committee uses stock ownership guidelines to align the interests of our senior management team with those of the shareholders. We believe that senior managers (including the named executive officers) should maintain a significant equity interest in the Company through ownership of stock that they acquire either with their own funds or through certain awards described herein. The Committee has determined that stock ownership creates direct economic alignment with shareholders and motivates our senior management team to enhance shareholder value. The definition of stock owned includes the following:

Shares owned in the Goodrich Corporation Employees' Savings Plan

Restricted Stock Units (after-tax value using 35% tax rate)

Shares owned/subscribed to in the Goodrich Corporation Employee Stock Purchase Plan

Shares held individually or jointly, or in a revocable trust by spouse

Deferred Performance Shares (after-tax value using 35% tax rate)

The Committee has established the following stock ownership guidelines:

Executive Position	Ownership Guideline
Chairman and Chief Executive Officer	120,000 Shares
Executive VP	35,000 Shares
Senior VP	30,000 Shares
General Manager	14,000/7,000 Shares





Our policy is that members of our senior management team meet the ownership guidelines within five years of the first equity grant to the individual. All of the named executive officers have satisfied the stock ownership requirements. Senior managers who have been promoted will have the longer of three years from the date of their promotion or the remaining five years from their first equity grant to satisfy the ownership guidelines. Those who have not satisfied their ownership guidelines will be required to retain the after-tax value of any restricted stock unit grants until the guidelines are satisfied.

***Tax Deductibility of Compensation***

Section 162(m) of the Code generally disallows a tax deduction to public companies for annual compensation in excess of \$1 million paid to the Company's Chief Executive Officer and the three next highly compensated executive officers, other than the Chief Financial Officer, whose compensation is required to be reported in the Summary Compensation Table. Certain compensation is specifically exempt from the deduction limit to the extent that it does not exceed \$1 million during any fiscal year or is performance based as defined in Section 162(m). The Committee believes that it is generally in our interest to structure compensation to come within the deductibility limits set in Section 162(m) of the Code. The Committee also believes, however, that it must maintain the flexibility to take actions which it deems to be in the best interests of the Company but which may not qualify for tax deductibility under Section 162(m). In 2011, substantially all of the annual incentive compensation earned by the named executive officers satisfied Section 162(m).

### Summary Compensation Table

On the following pages are tables showing various components of executive compensation, benefits and stock awards for the named executive officers. The table below summarizes the total compensation paid or earned by each of the named executive officers for the fiscal years listed in the table. We have not entered into employment agreements with any of the named executive officers, other than the management continuity agreements.

The named executive officers were not entitled to receive payments which would be characterized as bonus payments under column (d) of the Summary Compensation Table for the fiscal year ended December 31, 2011; therefore, there is no column (d) below. Amounts listed under column (g), Non-Equity Incentive Plan Compensation, were determined by the Compensation Committee at its February 20, 2012 meeting.

Name and Principal Position(a)	Year (b)	Salary (\$)(c)(1)	Stock Awards (\$)(e)(2)	Option Awards (\$)(f)(3)	Non-Equity Incentive Plan Compensation (\$)(g)(4)	Change in Pension Value and Non-qualified Deferred Compensation		Total (\$)(j)
						Earnings (\$)(h)(5)	Compensation (\$)(i)(6)	
Larsen, Marshall Chairman, President and Chief Executive Officer	2011	1,200,000	5,300,400	2,409,750	2,877,280	1,915,632	173,846	13,876,908
	2010	1,100,000	3,910,960	1,762,050	1,987,036	850,631	217,578	9,828,255
	2009	1,100,000	2,251,200	1,015,350	1,492,812	2,614,630	229,171	8,703,163
Kuechle, Scott Executive Vice President, Chief Financial Officer	2011	535,000	1,516,405	623,700	855,240	1,311,441	47,933	4,889,719
	2010	515,000	1,118,925	456,060	611,586	786,098	40,542	3,528,211
	2009	500,000	603,305	251,420	473,596	853,868	104,719	2,786,908
Linnert, Terrence Executive Vice President, Administration and General Counsel	2011	526,000	1,516,405	623,700	840,852	774,975	54,642	4,336,574
	2010	515,000	1,118,925	456,060	603,346	490,112	49,604	3,233,047
	2009	500,000	816,008	261,090	473,596	551,005	104,179	2,705,878
Carmola, John Vice President and Segment President, Actuation and Landing Systems	2011	535,000	2,843,605	623,700	908,692	1,182,680	60,169	6,153,846
	2010	520,000	1,118,925	456,060	651,699	649,123	39,616	3,435,423
	2009	505,000	643,810	270,760	482,119	730,806	110,293	2,742,788
Egnotovich, Cynthia Vice President and Segment President, Nacelles and Interior Systems	2011	535,000	2,843,605	623,700	908,692	1,427,686	44,599	6,383,282
	2010	520,000	1,118,925	456,060	651,699	642,493	49,110	3,438,287
	2009	505,000	643,810	270,760	482,119	816,352	68,038	2,786,079
Reusser, Curtis Vice President and Segment President, Electronic Systems	2011	510,000	2,843,605	623,700	866,230	1,020,916	43,822	5,908,273

The table above shows Stock Award and Option Award values based on the full grant date fair value of the Awards made during the respective fiscal year.

(1) The amounts shown in this column for 2011 include salary that has been deferred into the Company's savings restoration plan for each of the named executive officers.



- (2) This number consists of (i) the grant date fair value of the restricted stock units awarded during the covered year and (ii) the grant date fair value of the performance units awarded to the executive during the covered year. Assuming maximum payout under the performance units granted in 2011, the amounts reported above for the restricted stock units and performance units awarded for 2011 would be as follows: Mr. Larsen, \$7,090,800; Mr. Kuechle, \$2,038,605; Mr. Linnert, \$2,038,605; Mr. Carmola, \$3,365,805; Ms. Egnotovich, \$3,365,805; and Mr. Reusser, \$3,365,805. See Note 6 to our consolidated financial statements for a discussion of the assumptions made in determining the grant date fair values in this column.
- (3) The grant date fair value of the stock option grants has been developed solely for purposes of comparative disclosure in accordance with the rules and regulations of the SEC and is consistent with the assumptions we used for financial reporting. The grant date fair value of the stock options has been determined by application of the Black-Scholes option-pricing model, based upon the terms of the option grants and our stock price performance history as of the date of the grant. The key assumptions for the 2011 Option Awards were as follows:

	2011 Awards
Risk Free Interest Rate	2.2%
Dividend Yield	1.3%
Volatility Factor	35.6%
Wt. Avg. Expected Life	5.6 Years

See Note 6 to our consolidated financial statements for a discussion of the assumptions made in the valuation.

- (4) The amounts shown in this column for 2011 include incentive compensation that has been deferred into the Company's savings restoration plan for each of the named executive officers.
- (5) The amount shown in Change in Pension Value and Non-qualified Deferred Compensation Earnings consists of the actuarial increase in the present value of accrued pension benefits under the plans shown in the 2011 Pension Benefits table. None of the named executive officers earned above-market earnings in deferred compensation plans.

The pension value is determined using the same actuarial assumptions as used for the Company's financial reporting. For 2011, the change in pension value is calculated as the difference between the December 31, 2010 value and the December 31, 2011 value (as shown in the 2011 Pension Benefits table). These values are calculated based on benefits commencing at the earliest age at which benefits are not reduced for early retirement, age 62, or current age, if older.

Name	Increase		Increase Due to Discount Period (\$)	Increase Due to Change in Assumptions (\$)	Total Change in Value (\$)
	Increase (Decrease) Due to Additional Service (\$)	Due to Change in Final Average Earnings (\$)			
M. Larsen	(1,570,163)	1,224,058	1,058,666	1,203,071	1,915,632
S. Kuechle	199,425	394,140	217,140	500,736	1,311,441
T. Linnert	(47,288)	213,657	298,903	309,704	774,976
J. Carmola	278,855	258,561	230,903	414,361	1,182,680
C. Egnotovich	254,765	352,494	269,929	550,680	1,427,868
C. Reusser	162,991	355,686	147,218	355,021	1,020,916

- (6) This number is the sum of one or more of the following items (i) financial counseling and tax preparation, (ii) annual physicals, (iii) use of Company aircraft for personal travel, (iv) 401(k) matching



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contribution by the Company to its defined contribution plan, (v) matching contributions by the Company to the savings restoration plan, and (vi) grant date fair value on the Company's employee stock purchase plan. For 2011, the amounts for the named executive officers included:

	Larsen	Kuechle	Linnert	Carmola	Egnotovitch	Reusser
Financial Counseling and Tax Preparation	\$ 18,750	\$ 9,000	\$ 8,600	\$ 21,500	\$ 8,000	\$ 5,500
Annual Physicals	1,365	585	2,254	3,085	0	1,037
Airplane Use	57,156	0	9,925	0	171	0
401(k) Match	7,350	7,350	7,350	7,350	7,350	7,350
SBRP Match	89,225	27,025	26,513	28,234	28,234	25,962
Employee Stock Purchase Plan	0	3,973	0	0	844	3,973
	\$ 173,846	\$ 47,933	\$ 54,642	\$ 60,169	\$ 44,599	\$ 43,822

The incremental cost to the Company of personal use of the Company aircraft is calculated based on the actual average variable operating costs to the Company. Variable operating costs include fuel, maintenance, weather-monitoring, on-board catering, landing/ramp fees, and other miscellaneous variable costs. The total annual variable costs are divided by the annual number of hours the Company aircraft flew to derive an average variable cost per hour. This average variable cost per hour is then multiplied by the length of each trip for each non-business traveler. The amount is then divided by an average load factor.

Grants of Plan-Based Awards

Grants of Plan-Based Awards Table

Grant	Date	Date	Name(a)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards Number of Stock or	All Other Options Awards Number of Securities Underlying	Exercise or Base Price of option Awards (\$)(k)(5)	Closing Price on the Grant Date (\$)	Grant Date Fair Value of Stock and Option Awards (\$)(l)
				Threshold (\$)(c)	Target (\$)(d)	Maximum (\$)(e)	Threshold (#)(f)	Target (#)(g)	Maximum (#)(h)					
	1/3/11	12/05/10	Larsen, M.	0	1,440,000	2,880,000	0	24,000	48,000				2,464,080	
	1/3/11	12/05/10	Larsen, M.							32,000			2,836,320	
	1/3/11	12/05/10	Larsen, M.								85,000	88.635	2,409,750	
	1/3/11	12/05/10	Kuechle, S.	0	428,000	856,000	0	7,000	14,000				718,690	
	1/3/11	12/05/10	Kuechle, S.							9,000			797,715	
	1/3/11	12/05/10	Kuechle, S.								22,000	88.635	623,700	
	1/3/11	12/05/10	Linnert, T.	0	420,800	841,600	0	7,000	14,000				718,690	
	1/3/11	12/05/10	Linnert, T.							9,000			797,715	
	1/3/11	12/05/10	Linnert, T.								22,000	88.635	623,700	
	1/3/11	12/05/10	Carmola, J.	0	454,750	909,500	0	7,000	14,000				718,690	
	1/3/11	12/05/10	Carmola, J.							9,000			797,715	
	1/3/11	12/05/10	Carmola, J.								22,000	88.635	623,700	
	5/2/11	4/19/11	Carmola, J.							15,000			1,327,200	
	1/3/11	12/05/10	Egnotovitch, C.	0	454,750	909,500	0	7,000	14,000				718,690	
	1/3/11	12/05/10	Egnotovitch, C.							9,000			797,715	
	1/3/11	12/05/10	Egnotovitch, C.								22,000	88.635	623,700	
	5/2/11	4/19/11	Egnotovitch, C.							15,000			1,327,200	
	1/3/11	12/05/10	Reusser, C.	0	433,500	867,000	0	7,000	14,000				718,690	
	1/3/11	12/05/10	Reusser, C.							9,000			797,715	
	1/3/11	12/05/10	Reusser, C.								22,000	88.635	623,700	
	5/2/11	4/19/11	Reusser, C.							15,000			1,327,200	





- (1) For estimated future payments under non-equity incentive plan awards, each participant is assigned threshold and maximum award levels. Threshold award level is the level above which an incentive award will be paid. No incentive award is paid for performance at or below threshold level. Maximum award level is the maximum amount of incentive award that may be paid. A participant's maximum award level is 200% of such participant's target incentive amount.

The Committee may use one or more of the following performance measures: operating income; net income; earnings (including earnings before interest, taxes, depreciation and/or amortization); earnings per share; sales; costs; profitability of an identifiable business unit or product; maintenance or improvement of profit margins; cost reduction goals; operating cash flow; free cash flow (operating cash flow less capital expenditures); working capital; improvements in capital structure; debt reduction; credit ratings; return on assets; return on equity; return on invested capital; stock price; total shareholder return; completion of joint ventures, divestitures, acquisitions or other corporate transactions; new business or expansion of customers or clients; strategic plan development and implementation; succession plan development and implementation; customer satisfaction indicators; employee metrics; or other objective individual or team goals.

The performance measures may relate to the Company, on an absolute basis and/or relative to one or more peer group companies or indices, or to a particular participant, subsidiary, division or operating unit, or any combination of the foregoing, determined by the Committee. In addition, the Committee may adjust, modify or amend the above criteria, either in establishing any performance measure or in determining the extent to which any performance measure has been achieved. The Committee has the authority, at the time it establishes the performance measures for the applicable program year, to make equitable adjustments in the criteria in recognition of unusual or non-recurring events, in response to changes in applicable laws or regulations, or to account for items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a business or related to a change in accounting principles, or as the Committee determines to be appropriate to reflect a true measurement of the performance of the Company or any subsidiary, division or operating unit, as applicable, and to otherwise satisfy the objectives of the program. As noted above, the Committee selected earnings before interest and taxes and conversion of earnings into free cash flow for 2011.

- (2) The estimated future payouts under equity incentive plan awards relates to the 2011-2013 performance unit awards made in 2011 pursuant to the 2001 Equity Compensation Plan. Payouts on these awards are to be based on the Company's relative total shareholder return and return on invested capital over the 2011-2013 performance period. At the end of the performance period, each participant will earn a cash payout only if the threshold performance standard is exceeded. The cash payout will range from 0% to 200% of the value of the total performance unit account (including performance units credited through dividends equivalents), based on the level of performance against the financial metrics.
- (3) The shares of stock for the named executive officers represent the value as of the grant date of the restricted stock unit awards. Restricted stock units, generally, once granted, vest at the rate of 50% on the third anniversary, 25% on the fourth anniversary and the balance on the fifth anniversary of the date of grant. The vesting of units for retirement eligible participants is described under the heading Restricted Stock Units. Dividends or dividend equivalents are paid on all restricted stock unit awards.
- (4) All options were granted pursuant to our 2001 Equity Compensation Plan with an exercise price equal to 100% of the fair market value (as defined in the plan) on January 3, 2011, the date of the grant, have a 10-year term and vest in equal installments over a three-year period.
- (5) As required by the 2001 Equity Compensation Plan, under which all of our options were awarded, we used the average of the high and low sales price on the grant date to determine the exercise price for the option awards.

## Outstanding Equity Awards at Fiscal Year-End

Name(a)	Option Awards					Stock Awards			Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights That Have Not
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)(d)	Options Exercise Price (\$)(e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	
Larsen, M.	10,500(5)			69.865	1/2/2018				
Larsen, M.	70,000(6)			38.37	1/2/2019				
Larsen, M.	28,333(7)			65.315	1/4/2020				
Larsen, M.		35,000(6)		38.37	1/2/2019				
Larsen, M.		56,667(7)		65.315	1/4/2020				
Larsen, M.		85,000(8)		88.635	1/3/2021				
Larsen, M.						6,000(9)	741,990		
Larsen, M.						16,000(10)	1,978,640		
Larsen, M.						32,000(11)	3,957,280		
Larsen, M.						32,000(13)	3,957,280		
Larsen, M.						32,000(14)	3,957,280		
Larsen, M.								24,000(16)	5,935,920
Larsen, M.								24,000(17)	5,935,920
Kuechle, S.	10,000(1)			32.43	1/2/2015				
Kuechle, S.	17,500(2)			40.405	1/3/2016				
Kuechle, S.	12,400(4)			45.87	1/3/2017				
Kuechle, S.	25,000(5)			69.865	1/2/2018				
Kuechle, S.	17,333(6)			38.37	1/2/2019				
Kuechle, S.	7,333(7)			65.315	1/4/2020				
Kuechle, S.		8,667(6)		38.37	1/2/2019				
Kuechle, S.		14,667(7)		65.315	1/4/2020				
Kuechle, S.		22,000(8)		88.635	1/3/2021				
Kuechle, S.						1,400(9)	173,131		
Kuechle, S.						3,750(10)	463,744		
Kuechle, S.						8,500(11)	1,051,153		
Kuechle, S.						9,000(13)	1,112,985		
Kuechle, S.						9,000(14)	1,112,985		
Kuechle, S.								7,000(16)	1,731,310
Kuechle, S.								7,000(17)	1,731,310
Linnert, T.	25,000(1)			32.43	1/2/2015				
Linnert, T.	23,000(2)			40.405	1/3/2016				
Linnert, T.	50,000(3)			45.87	1/3/2014				
Linnert, T.	16,500(4)			45.87	1/3/2017				
Linnert, T.	26,500(5)			69.865	1/2/2018				
Linnert, T.	18,000(6)			38.37	1/2/2019				
Linnert, T.	7,333(7)			65.315	1/4/2020				

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Linnert, T.	9,000(6)	38.37	1/2/2019
Linnert, T.	14,667(7)	65.315	1/4/2020
Linnert, T.	22,000(8)	88.635	1/3/2021

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Name(a)	Option Awards					Stock Awards			Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights That Have Not
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)(d)	Options Exercise Price (\$)(e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights That Have Not Vested (\$)(j)
Linnert, T.						1,775(9)	219,505		
Linnert, T.						4,250(10)	525,576		
Linnert, T.						8,750(11)	1,082,069		
Linnert, T.						5,000(12)	618,325		
Linnert, T.						9,000(13)	1,112,985		
Linnert, T.						9,000(14)	1,112,985		
Linnert, T.								7,000(16)	1,731,310
Linnert, T.								7,000(17)	1,731,310
Carmola, J.	16,500(4)			45.87	1/3/2017				
Carmola, J.	28,000(5)			69.865	1/2/2018				
Carmola, J.	18,666(6)			38.37	1/2/2019				
Carmola, J.	7,333(7)			65.315	1/4/2020				
Carmola, J.		9,334(6)		38.37	1/2/2019				
Carmola, J.		14,667(7)		65.315	1/4/2020				
Carmola, J.		22,000(8)		88.635	1/3/2021				
Carmola, J.						1,775(9)	219,505		
Carmola, J.						4,500(10)	556,493		
Carmola, J.						9,000(11)	1,112,985		
Carmola, J.						9,000(13)	1,112,985		
Carmola, J.						9,000(14)	1,112,985		
Carmola, J.						15,000(15)	1,854,975		
Carmola, J.								7,000(16)	1,731,310
Carmola, J.								7,000(17)	1,731,310
Egnotovich, C.	35,000(3)			45.87	1/3/2014				
Egnotovich, C.	16,500(4)			45.87	1/3/2017				
Egnotovich, C.	28,000(5)			69.865	1/2/2018				
Egnotovich, C.	18,666(6)			38.37	1/2/2019				
Egnotovich, C.	7,333(7)			65.315	1/2/2020				
Egnotovich, C.		9,334(6)		38.37	1/2/2019				
Egnotovich, C.		14,667(7)		65.315	1/4/2020				
Egnotovich, C.		22,000(8)		88.635	1/3/2021				
Egnotovich, C.						1,775(9)	219,505		
Egnotovich, C.						4,500(10)	556,493		
Egnotovich, C.						9,000(11)	1,112,985		
Egnotovich, C.						9,000(13)	1,112,985		
Egnotovich, C.						9,000(14)	1,112,985		
Egnotovich, C.						15,000(15)	1,854,975		
Egnotovich, C.								7,000(16)	1,731,310
Egnotovich, C.								7,000(17)	1,731,310



Name(a)	Option Awards					Stock Awards			Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights That Have Not
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)(d)	Options Exercise Price (\$)(e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights That Have Not Vested (\$)(j)
Reusser, C.	20,200(18)			18.76	1/2/2013				
Reusser, C.	10,500(19)			30.53	2/16/2014				
Reusser, C.	14,000(1)			32.43	1/2/2015				
Reusser, C.	14,000(2)			40.405	1/3/2016				
Reusser, C.	30,000(3)			45.87	1/3/2014				
Reusser, C.	10,600(4)			45.87	1/3/2017				
Reusser, C.	22,000(5)			69.865	1/2/2018				
Reusser, C.	25,000(6)			38.37	1/2/2019				
Reusser, C.	7,333(7)			65.315	1/4/2020				
Reusser, C.		8,334(6)		38.37	1/2/2019				
Reusser, C.		14,667(7)		65.315	1/4/2020				
Reusser, C.		22,000(8)		88.635	1/3/2021				
Reusser, C.						1,275(9)	157,673		
Reusser, C.						3,500(10)	432,828		
Reusser, C.						8,000(11)	989,320		
Reusser, C.						5,000(12)	618,325		
Reusser, C.						9,000(13)	1,112,985		
Reusser, C.						9,000(14)	1,112,985		
Reusser, C.						15,000(15)	1,854,975		
Reusser, C.								7,000(16)	1,731,310
Reusser, C.								7,000(17)	1,731,310

- (1) The vesting date for the 1/3/05 grant is 1/3/06, 1/3/07, 1/3/08.
- (2) The vesting date for the 1/3/06 grant is 1/3/07, 1/3/08, 1/3/09.
- (3) The vesting date for the special grant on 1/3/07 was 9/18/07.
- (4) The vesting date for the 1/3/07 grant is 1/3/08, 1/3/09, 1/3/10.
- (5) The vesting date for the 1/2/08 grant is 1/2/09, 1/2/10, 1/2/11.
- (6) The vesting date for the 1/2/09 grant is 1/2/10, 1/2/11, 1/2/12.
- (7) The vesting date for the 1/4/10 grant is 1/4/11, 1/4/12, 1/4/13.
- (8) The vesting date for the 1/4/11 grant is 1/4/12, 1/4/13, 1/4/14.
- (9) The vesting date for the 1/3/07 grant is 1/3/10, 1/3/11, 1/3/12.
- (10) The vesting date for the 1/2/08 grant is 1/2/11, 1/2/12, 1/2/13.
- (11) The vesting date for the 1/2/09 grant is 1/2/12, 1/2/13, 1/2/14.
- (12) The vesting date for the 2/17/09 grant is 2/17/14.
- (13) The vesting date for the 1/4/10 grant is 1/2/13, 1/2/14, 1/2/15.
- (14) The vesting date for the 1/3/11 grant is 1/2/14, 1/2/15, 1/2/16.
- (15) The vesting date for the 5/2/11 grant is 5/2/14.
- (16) The vesting date for the 1/3/10 grant is 12/31/12.
- (17) The vesting date for the 1/3/11 grant is 12/31/13.

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(18) The vesting date for the 1/2/03 grant is 1/2/04, 1/2/05, 1/2/06.

(19) The vesting date for the 2/17/04 grant is 2/17/05, 2/17/06, 2/17/07.

Notwithstanding the normal vesting schedules set forth in the footnotes above, all options held by Messrs. Larsen, Linnert and Carmola were fully vested as of December 31, 2011 in accordance with the retirement eligibility vesting provisions described above under Stock Options. In addition, all restricted stock units granted to Messrs. Larsen, Linnert and Carmola, other than the restricted units granted to Mr. Carmola in May 2011, that would have vested in accordance with the normal vesting schedules set forth in the footnotes above were fully vested as of December 31, 2011 in accordance with the retirement eligibility vesting provisions described above under Restricted Stock Units.

The fair market value for the amounts listed under column (h) is based on \$123.665, which was the average of the high and low share price on December 31, 2011.

The 2010-2012 and 2011-2013 grants under column (j) are valued based on the next higher performance measure that exceeded the previous fiscal year's performance multiplied by the fair market value as of December 31, 2011.



### Option Exercises and Stock Vested

Name(a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(b)	Value Realized on Exercise (\$)(c)(1)	Number of Shares Acquired on Vesting (#)(d)(2)	Value Realized on Vesting (\$)(e)(3)
M. Larsen	0	0	32,000	2,836,480
S. Kuechle	25,000	1,050,375	7,100	629,344
T. Linnert	0	0	9,000	797,760
J. Carmola	11,500	606,855	9,000	797,760
C. Egnotovich	0	0	8,900	788,896
C. Reusser	21,368	1,640,202	6,400	567,296

- (1) This amount represents the number of shares of our Common Stock acquired upon exercise, multiplied by the difference between the fair market value of our Common Stock on the date of exercise, less the applicable exercise price of the option.
- (2) For Messrs. Larsen, Carmola and Linnert, this amount represents the number of restricted stock units that became vested in 2011 in accordance with the retirement eligibility vesting provisions described above under Restricted Stock Units.
- (3) This amount represents the number of restricted stock units that vested in 2011 multiplied by the fair market value of our Common Stock on the vesting date.

#### Pension Benefits

Each of the named executive officers participates in three traditional final average pay defined benefit pension plans that are intended to provide competitive retirement benefits: the Goodrich Corporation Employees Pension Plan ( pension plan ), the Goodrich Corporation Pension Benefit Restoration Plan ( restoration plan ), and the Goodrich Corporation Supplemental Executive Retirement Plan ( supplemental plan ). The pension plan is a tax-qualified plan that covers primarily all US employees other than most bargaining unit employees; however, the pension plan was closed to new participants effective January 1, 2006. The restoration plan is a non-qualified plan, the purpose of which is to restore benefits that otherwise would be payable under the pension plan if not for Internal Revenue Service limits on compensation and benefits applicable to tax-qualified plans. The combination of the pension and the restoration plans is intended to provide identical benefits as the pension plan, without regard to the limits imposed by the Internal Revenue Service. The supplemental plan is a non-qualified plan that serves to provide additional pension benefits, over and above the pension and restoration plans, to senior management executives, up to certain service limits as described in more detail below.

#### Present Value of Benefits

The present value of accumulated benefits, as shown in column (d) of the Pension Benefits table below, is calculated using the same assumptions used in determining our pension disclosure, as of December 31, 2011, described in the pension footnote disclosure. For the restoration and supplemental plans, the table is adjusted to reflect white collar mortality rates. We have valued each of the benefits based upon the participant's earliest unreduced retirement age (age 62), or current age if older than 62, using a current final average earnings and current years of service, even though earlier retirement is available, as described below.

#### Benefit Formula

All of these plans use a benefit formula, which takes into account years of service and final average earnings, to calculate the amount of benefit payable at normal retirement age (age 65). Final average earnings under each plan is defined as the average annual pay during the highest consecutive 48 months of eligible earnings out of the last 120 months of employment with the Company. Eligible earnings consist



of annual salary and annual incentive compensation. For purposes of the pension plan, earnings in excess of the Code Section 401(a)(17) limit and salary reduction agreements made to the Goodrich Corporation Savings Benefit Restoration Plan (the savings restoration plan ) are excluded from eligible earnings.

Each plan's benefit formula determines the amount of benefit payable at age 65 under the plan's normal form of payment, which is a five-year certain and life annuity. Participants may retire and commence payments as early as age 55. Payments are reduced 4% per year the commencement age precedes 62 (e.g., if payments commence at 55, 72% of the accrued benefit is paid; at 60, 92% is paid; at 62 or later, the full, unreduced accrued benefit is paid).

A number of forms of payment, including single life annuity, joint and survivor annuity, and certain and life annuity, are available under the pension plan. Payment amounts are adjusted for form of payment so that each is actuarially equivalent to the plan's normal form. Both non-qualified plans allow single lump sum payments, in addition to the same annuity forms of payment available under the pension plan. To value benefits in the restoration plan, it is assumed that there is a 50% likelihood that the lump sum, rather than the annuity, will be paid.

Benefits under the pension plan and the restoration plan are determined using the following formula:

$1.15\% \times \text{final average earnings} \times \text{service} + 0.45\% \times (\text{final average earnings in excess of Covered Compensation}) \times (\text{the lesser of service or } 35)$ , where the Covered Compensation table is published by the Social Security Administration.

For the pension plan, final average earnings is limited to amounts allowed under Section 401(a)(17) of the Code. To calculate the restoration plan benefit, unlimited final average earnings, including employee contributions to the savings restoration plan are used, and the resulting benefit is offset by the benefit payable from the pension plan.

The supplemental plan benefit is determined using the following formula:

$1.60\% \times \text{final average earnings} \times \text{supplemental plan service}$ , where final average earnings is not limited by Section 401(a)(17) of the Code, and includes employee contributions to the savings restoration plan and supplemental plan service is as shown in the table. Supplemental plan service generally counts all service from the time the named executive officer became part of the senior management team. Supplemental plan service cannot exceed 15 years. Additionally, supplemental plan service is further limited to 35 years minus pension plan service.

The supplemental plan essentially serves to double pension benefits earned by the executive during the period of supplemental plan participation, allowing an executive working less than a full career with the Company to earn benefits similar to a full career employee. The supplemental plan is intended to enhance our ability to attract and retain the leadership that we need to execute our strategic plans. The caps on supplemental plan service will limit the benefit that long service executives can receive.

Because Messrs. Larsen, Carmola and Linnert are at least age 55 with more than five years of service, each is currently eligible to receive benefits under the plans. Since Messrs. Larsen and Linnert are each at least age 62, their benefits would not be reduced, but since Mr. Carmola is not yet age 62, his benefits would be reduced as described above.

## 2011 Pension Benefits

Name(a)	Plan Name (b)	Number of	Present Value of	Payments
		Years of Credited Service (c)	Accumulated Benefit (d)	During Last Fiscal Year (e)
M. Larsen	Employees Pension Plan	34.46	\$ 1,506,928	
	Pension Benefit Restoration Plan	34.46	\$ 19,102,070	
	Supplemental Executive Retirement Plan	0.54	\$ 324,099	
S. Kuechle	Employees Pension Plan	28.42	\$ 776,086	
	Pension Benefit Restoration Plan	28.42	\$ 2,915,787	
	Supplemental Executive Retirement Plan	6.39	\$ 855,610	
T. Linnert	Employees Pension Plan	14.16	\$ 599,023	
	Pension Benefit Restoration Plan	14.16	\$ 2,309,497	
	Supplemental Executive Retirement Plan	14.16	\$ 2,971,752	
J. Carmola	Employees Pension Plan	15.65	\$ 526,836	
	Pension Benefit Restoration Plan	15.65	\$ 2,137,648	
	Supplemental Executive Retirement Plan	11.75	\$ 2,053,149	
C. Egnotovich	Employees Pension Plan	25.08	\$ 805,783	
	Pension Benefit Restoration Plan	25.08	\$ 3,192,584	
	Supplemental Executive Retirement Plan	9.71	\$ 1,582,894	
C. Reusser	Employees Pension Plan	23.88	\$ 624,777	
	Pension Benefit Restoration Plan	23.88	\$ 2,016,324	
	Supplemental Executive Retirement Plan	4.00	\$ 457,581	

**Non-qualified Deferred Compensation**

All of the named executive officers participate in the savings restoration plan, a non-qualified defined contribution plan designed to let highly compensated and management employees defer compensation in excess of limits that apply to tax-qualified savings plans. The savings restoration plan is designed to restore the benefits, including matching contributions, not permitted due to the limits on 401(k) plans. The amount in column (b), the executive's contribution, is included in the Summary Compensation Table within the amounts shown in the salary and Non-Equity Incentive Plan Compensation columns. The amount shown in column (c), Company contributions, is included in the Summary Compensation Table within the amount shown in the All Other Compensation column. The amount shown in column (f), Aggregate Balance, consists entirely of amounts that would have been reported in a previous year's Summary Compensation Table, had the named executive been a named executive officer in the year the contributions were made, and investment earnings thereon.

Participants may elect to defer 25% of their base salary and up to 25% of their annual incentive plan payment (Senior Executive Management Incentive Plan) to the savings restoration plan. Elections to defer are made before the pay is earned, with the exception that deferral elections with respect to bonus payments may be made as late as six months prior to the close of the performance period on which the bonus payment is based. Participants direct contributions among approximately 20 investment options (comparable asset classes to the 401(k) plan) and are credited with investment gains or losses based on the performance of these investment options. Each investment option is a mutual fund available to individual investors. The options cover a broad spectrum of asset classes and investment objectives, from money market through equity, and include several lifecycle funds as well. Participants are permitted to reallocate their balances among the investment options on a daily basis. The savings restoration plan is designed to look and function very similarly to the Company's tax-qualified savings plan.

At the participant's election, distributions are made either in a single lump sum payment of the entire account balance, or in monthly installments spread over 5, 10, or 15 years. However, if the participant fails to make a timely election, the distribution will be made as a single lump sum payment.

### 2011 Non-qualified Deferred Compensation

Name(a)	Executive	Company	Aggregate	Aggregate	Aggregate
	Contributions	Contributions	Earnings	Withdrawals/ Distributions	Balance at
	in Last Fiscal Year	in Last Fiscal Year	in Last Fiscal Year	in Last Fiscal Year	12/31/11
	(\$)(b)	(\$)(c)	(\$)(d)	(\$)(e)	(\$)(f)
M. Larsen	299,222	89,225	(3,631)		3,827,801
S. Kuechle	175,817	27,025	(46,596)		1,066,147
T. Linnert	143,102	26,513	(98,461)		2,118,455
J. Carmola	87,252	28,234	17,048		1,570,636
C. Egnotovitch	112,153	28,234	6,967		905,132
C. Reusser	76,894	25,962	8,390		798,172

#### Potential Payments upon Termination or Change-in-Control

#### Management Continuity Agreements

Each named executive officer has entered into a Management Continuity Agreement with the Company. The purpose of these agreements is to encourage the individuals to carry out their duties in the event of the possibility of a change-in-control. The agreements are not ordinary employment agreements (there are no such employment agreements) and do not provide any assurance of continued employment unless there is a change-in-control, in which case they generally provide for a two-year period of employment following the change-in-control.

A change-in-control under these agreements generally is deemed to have occurred if (i) any person or entity becomes the beneficial owner of 20% or more of our Common Stock or combined voting power of our outstanding securities (subject to certain exceptions), (ii) during any two-year period there generally has been a change in the majority of our Directors, or (iii) certain corporate reorganizations occur where the existing shareholders do not retain at least 70% of the voting securities of the surviving entity.

These agreements generally provide for the continuation of employment of the individuals in the same positions and with the same responsibilities and authorities that they possessed immediately prior to the change-in-control and generally with the same benefits and level of compensation, including average annual increases. These triggers are designed to protect these employees from diminished responsibilities and compensation in the event of a change-in-control.

Under the Management Continuity Agreements, upon termination of employment by the Company without cause or upon termination of employment by the executive for good reason (as described below), either in anticipation of a change-in-control under certain circumstances or within two years after a change-in-control, the executive will receive the following severance payments and benefits:

A lump sum cash payment made generally within five business days equal to three times the executive's annualized base salary in effect immediately prior to termination;

A lump sum cash payment made generally within five business days equal to three times the greater of (1) the executive's most recent annual bonus or (2) the executive's target incentive amount under our Senior Executive Management Incentive Plan prior to the change-in-control and on the date of termination;

If the executive is under age 55 or over age 55 but not eligible to retire or not eligible for company subsidized retiree health and welfare benefits, then the executive will be entitled to continued health and welfare benefits for up to three years;



If the executive is at least age 55 and eligible to retire and eligible for company subsidized retiree health and welfare benefits, then the executive will be entitled to receive, for up to the executive's lifetime, health and welfare benefits to which the executive would be entitled under our general retirement policies, with Goodrich paying the same percentage of the premium cost of the plans as it would pay for retiree health subsidy-eligible employees who retire at age 65, regardless of the executive's actual age at termination of employment, provided such benefits are at least equal to those benefits which would have been payable if the executive had been eligible to retire and had retired prior to the change-in-control;

Annual executive physical and tax and financial services for three years;

A lump sum cash payment equal to the actuarial equivalent of the additional retirement pension benefits to which the executive would have been entitled under the terms of our defined benefit retirement programs in which the executive participated had the executive accumulated three additional years of age, continuous service for determining benefit accruals (except for those individuals who elected to no longer earn service toward benefit accrual) and earnings (base salary in effect immediately prior to termination plus the greater of (1) the most recent annual bonus or (2) the target incentive amount under our Senior Executive Management Incentive Plan). In connection with the preparation of this filing, it was discovered that our prior filings under Schedule 14A, including the filing made on February 7, 2012, should have included the value of the supplemental plan benefit described above in determining the amount of this lump sum payment. This filing includes the amount of that benefit in the lump sum payment set forth in the tables below under the heading Pension Enhancement, as required pursuant to the terms of the Management Continuity Agreements.

A lump sum cash payment made generally within five business days in an amount equal to three times the greater of (1) the value of the matching contributions, if any, and discretionary contributions, if any, which were credited to the individual's accounts under the Goodrich Employees Savings Plan and the Goodrich Savings Benefit Restoration Plan during the most recently completed plan year ending on or before the date of the change-in-control or (2) the value of the matching contributions, if any, and discretionary contributions, if any, which were credited to the individual's accounts under such plans during the most recently completed plan year ending on or before the date of the individual's date of termination of employment.

In addition, each executive is entitled to receive a tax gross-up for any excise tax due under the Internal Revenue Code for any payments subject to the excise tax, whether made pursuant to the Management Continuity Agreement or otherwise.

For purposes of the Management Continuity Agreement, good reason means, in summary, (a) any material reduction in the duties, authority or responsibilities of the executive or the person to whom the executive is required to report or (b) any material breach by Goodrich of its obligations under the Management Continuity Agreement.

On October 13, 2011, Goodrich amended Mr. Linnert's Management Continuity Agreement to provide that the post-change-in-control protection period under such agreement will not be abridged by his reaching a mandatory retirement age during the protection period.

#### ***Performance Unit Award Agreements***

Each named executive officer has been granted Performance Units relating to our common shares. In the event of a change-in-control, each executive officer would receive a pro-rata portion of his or her award, based on the higher of target value of the award or the unit value of the most recent payout of performance units. In the event that the executive's employment is terminated other than by the Company for cause after the change-in-control and prior to the earlier of one year following the change-in-control and the end of the applicable performance period, the executive would receive an amount equal to (i) the

greater of (A) the payment for the performance period assuming target performance or (B) an amount determined with respect to the payment made in the most recent performance period, minus (ii) the performance unit payment to be made to the executive upon a change-in-control. This double trigger approach requires both a change-in-control and termination of employment for the executive to receive the full value of the award.

#### **Senior Executive Management Incentive Plan**

As described above, all of the named executive officers participate in the Senior Executive Management Incentive Plan. The plan provides that, generally within five days following a change-in-control, each participant will receive a lump sum interim payment equal to the product of (i) the number of full and partial months elapsed in the calendar year in which the change-in-control occurs and (ii) one-twelfth of the greater of (a) the most recent annual bonus paid to the executive under the plan or (b) the target bonus under the plan for the year in which the change-in-control occurs.

#### **Quantification of Potential Termination Payments to Named Executive Officers**

The Company has entered into a merger agreement with United Technologies Corporation, the consummation of which will result in a change-in-control under the Management Continuity Agreements, Performance Unit Award Agreements, Senior Executive Management Incentive Plan and all other applicable compensation arrangements in which the named executive officers participate. In light of this pending transaction, we have provided two separate tables estimating the potential payments that may be made to the named executive officers in connection with a change-in-control.

The first table sets forth the estimated payments and benefits that each named executive officer would be entitled to receive under the arrangements detailed above assuming a change-in-control and simultaneous qualifying termination of employment on December 31, 2011. The second table sets forth the estimated payments and benefits that each named executive officer would be entitled to receive under the arrangements detailed above assuming a change-in-control occurs on July 31, 2012, which more closely approximates the date on which the proposed transaction with United Technologies Corporation is expected to close, and assuming that each named executive officer experiences a simultaneous qualifying termination of employment.

The primary reason for the differences between the two tables is the result of updated assumptions, including the inclusion of actual bonuses paid in respect of 2011, which number was not determinable as of the date of our prior filings, and the assumed change in control date of July 31, 2012. As described above, we paid annual cash bonuses under the Senior Executive Management Incentive Plan with respect to 2011 that exceeded the bonuses paid with respect to 2010 due to our outstanding 2011 performance. Because the severance amount is determined by reference to bonus amounts, the Severance Amount column in the July 31, 2012 table is higher than the Severance Amount listed for December 31, 2011, which was based on the bonus paid with respect to 2010. Also, the increased Severance Amount in the July 31, 2012 table affects various other amounts in the table, including the amounts in the Pension Enhancement column, since that amount is based on final average earnings, and the Excise Tax and Gross-Up column. Accordingly, the differences in the amounts were a result of changes in the bonus amount and not due to any amendments to existing arrangements.



**Potential Payments Assuming December 31, 2011 Change-in-Control and Simultaneous Qualifying Termination of Employment**

The following table summarizes the cash severance payments and other benefits that each named executive officer would be entitled to receive under the arrangements described above assuming that a change-in-control occurred on December 31, 2011, and that each named executive officer experienced a simultaneous qualifying termination of employment. The amounts in the following table assume that the value of our stock is \$123.70, the closing price of our shares on December 30, 2011, the last trading day of the fiscal year.

Name	Severance	Performance	Benefits / Perquisites	Savings Plan	Equity Acceleration	Pension Enhancement	Excise Tax and Gross-Up	Total
	Amount (1)	Units (2)	Enhancement (3)	Enhancement (4)	(5)	(6)	(7)	
M. Larsen	\$ 9,561,108	\$ 8,753,367	\$ 6,992	\$ 289,725	\$	\$ 981,039	\$	\$ 19,592,231
S. Kuechle	\$ 3,439,758	\$ 2,553,066	\$ 88,920	\$ 103,125	\$ 6,282,251	\$ 2,239,581	\$ 3,910,071	\$ 18,616,772
T. Linnert	\$ 3,388,038	\$ 2,553,066	\$ 36,508	\$ 101,589	\$	\$ 619,200	\$	\$ 6,698,401
J. Carmola	\$ 3,560,097	\$ 2,553,066	\$ 77,826	\$ 106,752	\$ 1,855,500	\$ 2,428,484	\$	\$ 10,581,725
C. Egnotovitch	\$ 3,560,097	\$ 2,553,066	\$ 63,673	\$ 106,752	\$ 8,395,821	\$ 2,212,503	\$ 3,647,816	\$ 20,539,728
C. Reusser	\$ 3,334,704	\$ 2,553,066	\$ 90,469	\$ 99,936	\$ 8,619,771	\$ 2,279,415	\$ 4,387,309	\$ 21,364,670

- (1) This amount represents three times the sum of each executive officer's (i) 2011 annual base pay and (ii) payments made under the Senior Executive Management Incentive Plan with respect to 2010, which was the most recently determinable annual bonus paid to the executive as of December 31, 2011. This amount does not include an interim Senior Executive Management Incentive Plan payment, since the termination and change-in-control occur on the last day of the calendar year.
- (2) This amount represents the performance unit payment to be made to the executive officer with respect to the 2010-2012 and 2011-2013 performance periods, as determined under the applicable award agreement, upon a change-in-control and qualifying termination of employment. The amount of the payment is determined with reference to the payment made to the executive with respect to the 2008-2010 performance period, which was the most recently determinable amount paid to the executive as of December 31, 2011.
- (3) This amount represents (i) continued health and welfare benefits (A) for three years following the termination, in the case of executives under age 55 or over age 55 and not eligible to retire or eligible to retire but not eligible for company-subsidized retiree health and welfare benefits, and (B) for the executive's lifetime and at the percentage contribution level available to age 65 retirees immediately prior to the change-in-control, in the case of executives at least age 55 and eligible to retire with company-subsidized retiree health and welfare benefits, in each case reduced to the extent comparable perquisites or benefits are available from a new employer, (ii) tax and financial planning for up to three years following the termination and (iii) annual physical examinations for up to three years following the termination. For the tax and financial planning and the annual physical examinations, Mr. Larsen does not get these benefits following the change in control, Mr. Linnert and Mr. Carmola get these benefits for two years following change in control, and Mr. Kuechle, Ms. Egnotovitch and Mr. Reusser get these benefits for three years following change in control.
- (4) This amount represents a lump sum payment equal to three times the value of any matching and discretionary employer contributions made on behalf of the executive under our Employees' Savings Plan and Savings Benefit Restoration Plan during the most recently completed plan year as of the date of the change-in-control or as of the date of termination (whichever is greater).
- (5) This amount reflects the aggregate market value of unvested stock options and unvested restricted share units that in each case will fully accelerate as of a change-in-control.
- (6) This amount represents a lump sum payment equal to the actuarial equivalent value of the additional pension benefits to which the executive would have been entitled under any of our defined benefit retirement programs in which the executive participated immediately prior to the change-in-control had



the executive accumulated three additional years of age, continuous service for determining benefit accruals (except for individuals who have waived future benefit accruals) and earnings (base salary plus the greater of the executive's target annual bonus amount or most recently paid annual bonus). As described above, our previous filings under Schedule 14A, including the filing made on February 7, 2012, did not include the value of the supplemental plan benefit described above in determining the amount of this lump sum payment. This amount includes the value of that benefit, as required pursuant to the terms of the Management Continuity Agreements.

- (7) For executives who are entitled to receive severance and other benefits that exceed the individual's average five-year earnings, the estimated tax gross up is computed by taking the 20% excise tax, grossed up for taxes, on the amount of severance and other benefits in excess of one times each individual's average five-year W-2 earnings. Although Messrs. Larsen, Carmola and Linnert are entitled to an excise tax gross up, the amount of their payments, based upon a hypothetical December 31, 2011 change-in-control and simultaneous qualifying termination of employment, does not trigger an excise tax obligation.

**Potential Payments Upon July 31, 2012 Change-in-Control and Simultaneous Qualifying Termination of Employment**

The following table summarizes the cash severance payments and other benefits that each named executive officer would be entitled to receive under the arrangements described above assuming that the proposed transaction with United Technologies Corporation closes on July 31, 2012, and that each named executive officer experienced a simultaneous qualifying termination of employment. The amounts in the following table assume that the value of our stock is \$127.50, the amount payable by United Technologies Corporation per share of our common stock in connection with the proposed transaction.

Name	Severance	Performance	Benefits /	Savings	Equity	Pension	Excise Tax	Total
	Amount	Units	Perquisites	Plan				
	(1)	(2)	Enhancement	Enhancement	(5)	(6)	and	
			(3)	(4)			Gross-Up	(7)
M. Larsen	\$ 14,060,253	\$ 9,201,253	\$ 3,933	\$ 289,725	\$	\$ 6,703,674	\$	\$ 30,258,838
S. Kuechle	\$ 4,717,610	\$ 2,683,699	\$ 89,007	\$ 103,125	\$ 4,101,935	\$ 4,229,474	\$ 5,223,310	\$ 21,148,160
T. Linnert	\$ 4,639,053	\$ 2,683,699	\$ 36,508	\$ 101,589	\$	\$ 1,816,575	\$	\$ 9,277,424
J. Carmola	\$ 4,909,146	\$ 2,683,699	\$ 86,459	\$ 106,752	\$ 1,912,500	\$ 4,345,801	\$ 4,704,939	\$ 18,749,296
C. Egnotovich	\$ 4,909,146	\$ 2,683,699	\$ 63,738	\$ 106,752	\$ 6,094,122	\$ 2,970,439	\$ 4,467,395	\$ 21,295,291
C. Reusser	\$ 4,756,991	\$ 2,683,699	\$ 90,600	\$ 99,936	\$ 6,604,223	\$ 5,380,896	\$ 6,276,381	\$ 25,892,726

- (1) This amount represents three times the sum of each executive officer's (i) 2012 annual base pay and (ii) payments made under the Senior Executive Management Incentive Plan with respect to 2011. It also includes the amount of the interim Senior Executive Management Incentive Plan bonus for each executive, as described above.
- (2) This amount represents the performance unit payment to be made to the executive officer with respect to the 2010-2012 and 2011-2013 performance periods, as determined under the applicable award agreement, upon a change in-control and qualifying termination of employment. The amount of the payment is determined with reference to the payment made to the executive with respect to the 2009-2011 performance period, which was the most recently determinable amount paid to the executive as of July 31, 2012.
- (3) This amount represents (i) continued health and welfare benefits (A) for three years following the termination, in the case of executives under age 55 or over age 55 and not eligible to retire or eligible to retire but not eligible for company-subsidized retiree health and welfare benefits, and (B) for the executive's lifetime and at the percentage contribution level available to age 65 retirees immediately prior to the change-in-control, in the case of executives at least age 55 and eligible to retire with company-subsidized retiree health and welfare benefits, in each case reduced to the extent comparable perquisites or benefits are available from a new employer, (ii) tax and financial planning for three years following the termination and (iii) annual physical examinations for three years following the termination. For the tax and financial planning and the annual physical examinations, Mr. Larsen does

not get these benefits following the change in control, Mr. Linnert and Mr. Carmola get these benefits for two years following change in control, and Mr. Kuechle, Ms. Egnotovich and Mr. Reusser get these benefits for three years following change in control.

- (4) This amount represents a lump sum payment equal to three times the value of any matching and discretionary employer contributions made on behalf of the executive under our Employees Savings Plan and Savings Benefit Restoration Plan during the most recently completed plan year as of the date of the change-in-control or as of the date of termination (whichever is greater).
- (5) This amount reflects the aggregate market value of unvested stock options and unvested restricted share units that in each case will fully accelerate as of a change-in-control.
- (6) This amount represents a lump sum payment equal to the actuarial equivalent value of the additional pension benefits to which the executive would have been entitled under any of our defined benefit retirement programs in which the executive participated immediately prior to the change-in-control had the executive accumulated three additional years of age, continuous service for determining benefit accruals (except for individuals who have waived future benefit accruals) and earnings (base salary plus the greater of the executive's target annual bonus amount or most recently paid annual bonus). As described above, our previous filings under Schedule 14A, including the filing made on February 7, 2012, did not include the value of the supplemental plan benefit described above in determining the amount of this lump sum payment. This amount includes the value of that benefit, as required pursuant to the terms of the Management Continuity Agreements.
- (7) For executives who are entitled to receive severance and other benefits that exceed the individual's average five-year earnings, the estimated tax gross up is computed by taking the 20% excise tax, grossed up for taxes, on the amount of severance and other benefits in excess of one times each individual's average five-year W-2 earnings. Although Messrs. Larsen and Linnert are entitled to an excise tax gross up, the amount of their payments, based upon a hypothetical July 31, 2012 change-in-control and simultaneous qualifying termination of employment, does not trigger an excise tax obligation.

#### **Potential Payments Upon Termination or Retirement (Not a Change-in-Control)**

As summarized below, under most circumstances upon which a named executive officer leaves employment with the Company, he or she does not receive additional benefits beyond what other employees leaving under the same circumstances would receive. Change-in-control is a circumstance that would trigger additional benefits and payments not generally available to other employees. These additional benefits and payments are described above in a separate change-in-control section. There are certain benefits and payments that may be triggered upon termination or retirement, as described below.

#### **Severance Programs**

The Goodrich Corporation severance programs offer severance to eligible employees who terminate employment with the Company for reasons other than resignation (except under the voluntary separation plan), termination for cause, temporary layoff, changes in employment due to the sale of a business unit, transfers within the Company, death, disability or retirement. For eligible employees, the Goodrich Corporation severance program provides for a cash payment not greater than fifty-two weeks of base pay. Severance is paid as a lump sum, usually within fifteen days following the first payroll date after termination of employment if the employee signs an agreement and a release of claims against the Company, which may include a non-compete provision. If a triggering event occurred on December 31, 2011, each named executive officer would have received severance equal to the maximum of fifty-two weeks of salary as listed for 2011 of column (c) of the Summary Compensation Table.

#### **Long-term Incentive Compensation**

The Goodrich Corporation 2011 Equity Compensation Plan treats all participants as follows in determining benefits payable upon retirement, death or disability.

***Stock Options***

If the participant terminates employment by reason of permanent and total disability or death, then all unvested options will vest immediately upon such termination. The vesting of stock options for retirement eligible participants is described earlier under the heading **Stock Options**.

***Restricted Stock Units***

If the participant terminates employment by reason of permanent and total disability or death, then all unvested units will vest immediately upon such termination. The vesting of units for retirement eligible participants is described earlier under the heading **Restricted Stock Units**.

***Performance Units***

If the participant terminates employment by reason of early or normal retirement under the Company's pension plan (or would be eligible for early or normal retirement if a participant in such plan), permanent and total disability, or death, then the amount of the benefit payable will be determined based on actual performance and prorated based on the actual employment period versus the three-year performance period.

**Perquisites**

Upon termination of employment of a named executive officer who is eligible for early or normal retirement, the executive may receive the perquisites as listed below. Messrs. Larsen, Carmola and Linnert are currently eligible for early or normal retirement. Since Messrs. Kuechle and Reusser and Ms. Egnotovich are not currently eligible for early retirement, perquisites would not have continued had they had a termination of employment, other than due to a change-in-control, on December 31, 2011.

***Annual Physical***

The Chief Executive Officer and his spouse are entitled to receive an annual physical each year during the five-year period following such termination. Each of the other named executive officers eligible for early or normal retirement, and their spouses, are entitled to receive an annual physical during the 12-month period following such termination.

***Financial Counseling/Income Tax Preparation***

Each named executive officer eligible for early or normal retirement will be reimbursed for payments related to financial counseling and income tax preparation for 12 months following such termination, with the exception of Mr. Larsen who is entitled to five years of such services following termination. The benefit for Messrs. Linnert and Carmola is up to \$16,000, and for Mr. Larsen up to \$80,000.

**Pension Benefits**

The following table sets forth amounts that the named executive officers would receive under non-qualified pension plans upon retirement had the executive officer retired on December 31, 2011.

Name	Annual Non-qualified Pension Benefits Payable Upon Termination \$(1)	Lump Sum Value of Non-qualified Pension benefits \$(2)
M. Larsen	1,543,695	20,155,523
S. Kuechle	466,590	6,294,984
T. Linnert	435,909	5,496,132
J. Carmola	328,133	4,892,633
C. Egotovich	515,699	6,957,545
C. Reusser	318,843	4,301,667

(1) Amounts shown for Messrs. Larsen, Carmola and Linnert are payable as of retirement, with delays as applicable under Section 409A of the Code and plan provisions. Amounts for Messrs. Kuechle and Reusser and Ms. Egotovich are payable at age 62, the earliest age for unreduced early retirement. One-twelfth of the amount shown is payable monthly for the longer of life or five years. Other actuarially equivalent forms of payment are available. Qualified pension plan benefits are not shown, but would also be payable, under the same terms that apply to generally all salaried employees.

(2) In lieu of the annuity amounts shown in the previous column, all or a portion of the non-qualified pension benefit may be paid as a single lump sum. Amounts shown for Messrs. Larsen, Carmola and Linnert are payable as of retirement, with delays as applicable under Section 409A of the Code and plan provisions. Amounts for Messrs. Kuechle and Reusser and Ms. Egotovich are payable at age 62, the earliest age for unreduced early retirement, except that the portion of the benefit earned on and after January 1, 2005, the effective date of Section 409A, would be discounted to and paid six months following separation from service.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**  
**Security Ownership of Certain Beneficial Owners and Management**

To the knowledge of the Company, as of February 23, 2012, no entity beneficially owned more than five percent of the Company's Common Stock.

On September 21, 2011, Goodrich Corporation, UTC and Charlotte Lucas Corporation, a wholly-owned subsidiary of UTC, entered into an Agreement and Plan of Merger. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger agreement, Goodrich will be acquired by UTXC in a cash-for-stock transaction.

**HOLDINGS OF COMPANY EQUITY SECURITIES BY DIRECTORS AND  
EXECUTIVE OFFICERS**

The following table contains information with respect to the number of shares of Common Stock beneficially owned by our directors and executive officers as of January 31, 2012.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)(3)	Percent of Class(4)
John J. Carmola	137,796	*
Carolyn Corvi	1,056	*
Diane C. Creel	8,790	*
Harris E. DeLoach, Jr.	28,738	*
Cynthia M. Egnotovich	200,364	*
James W. Griffith	3,423	*
William R. Holland	16,098	*
John P. Jumper	0	*
Scott E. Kuechle	146,286	*
Marshall O. Larsen	538,313	*
Terrence G. Linnert	246,298	*
Lloyd W. Newton	275	*
Alfred M. Rankin, Jr.	10,704	*
Curtis C. Reusser	208,449	*
Directors and executive officers as a group(17)	1,749,699	1.4%

\* Less than 1%.

(1) Includes the approximate number of shares of Common Stock credited to the individuals' accounts in the Company's Employees' Savings Plan or similar plans of the Company's subsidiaries. Includes shares not presently owned by the executive officers but which are subject to stock options exercisable within 60 days as follows: Mr. Carmola, 94,499 shares; Ms. Egnotovich, 129,500 shares; Mr. Kuechle, 112,899 shares; Mr. Larsen, 380,000 shares; Mr. Linnert, 212,000 shares; Mr. Reusser, 168,299; and all executive officers as a group, 1,252,628 shares.

Includes phantom shares awarded to our Directors under the Outside Director Deferral Plan and the Directors' Deferred Compensation Plan that are paid out in Common Stock following termination of service as a Director, as follows: Ms. Creel, 8,584 shares; Mr. DeLoach, 27,738 shares; Mr. Griffith, 2,223 shares; Mr. Holland, 5,242 shares; Mr. Rankin, 9,704 shares; and all Directors as a group 53,491 shares.

(2) Excludes restricted stock units as to which the executive officers have no voting or investment power as follows: Mr. Carmola, 39,750 units; Ms. Egnotovich, 39,750 units; Mr. Kuechle, 24,125 units; Mr. Larsen, 88,000 units; Mr. Linnert, 29,500 units; Mr. Reusser, 43,750 and all executive officers as a group, 310,625 units.

Excludes phantom shares awarded to our Directors under the Outside Director Phantom Share Plan and the Directors' Phantom Share Plan that are paid out in cash following termination of service as a Director, as follows: Ms. Corvi, 2,597 shares; Ms. Creel, 25,316 shares; Mr. DeLoach, 19,165 shares; Mr. Griffith, 17,238 shares; Mr. Holland, 22,725 shares; Gen. Jumper, 9,389 shares; Gen. Newton 7,955 shares; Mr. Rankin, 18,306 shares; and all Directors as a group, 122,691 shares.

(3)

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Each person has sole voting and investment power with respect to Common Stock beneficially owned by such person, except as described in note (1) above, except that Ms. Corvi has shared voting and investment power with respect to 1,056 shares, Mr. Griffith has shared voting and investment power with respect to 1,200 shares, Mr. Kuechle has shared voting and investment power with respect to



956 shares, Mr. Larsen has shared voting and investment power with respect to 13,900 shares, Mr. Linnert has shared voting and investment power with respect to 14,373 shares and all Directors and executive officers as a group have shared voting and investment power with respect to 31,763 shares.

- (4) Applicable percentage ownership is based on 125,801,407 shares of Common Stock outstanding at January 31, 2012 (excluding 14,000,000 shares held by a wholly owned subsidiary).

**Securities Authorized for Issuance under Equity Compensation Plans**

We have four compensation plans approved by shareholders under which our equity securities are authorized for issuance to employees or directors in exchange for goods or services: The B.F. Goodrich Company Stock Option Plan (effective April 15, 1999) (the 1999 Plan); the Goodrich Corporation 2001 Equity Compensation Plan (the 2001 Plan); the Goodrich Corporation 2011 Equity Compensation Plan (the 2011 Plan); and the Global Employee Stock Purchase Plan (the ESPP).

We have two compensation plans (the Goodrich Corporation Outside Director Deferral Plan and the Goodrich Corporation Directors Deferred Compensation Plan) that were not approved by shareholders (excluding plans we assumed in acquisitions) under which our equity securities are authorized for issuance to employees or directors in exchange for goods or services.

The following table summarizes information about our equity compensation plans as of December 31, 2011. All outstanding awards relate to our common stock. The table does not include shares subject to outstanding options granted under equity compensation plans we assumed in acquisitions.

**Equity Compensation Plan Information**

Plan category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a) (c)
Equity compensation plans approved by security holders(1)	4,991,474	\$ 60.82	6,202,040
Equity compensation plans not approved by security holders	53,491		
<b>Total</b>	<b>5,044,965</b>		

- (1) The number of securities to be issued upon exercise of outstanding options, warrants and rights includes (a) 3,207,196 shares of common stock issuable upon exercise of outstanding options issued pursuant to the 2001 Plan and the 2011 Plan, (b) 41,715 shares of common stock, representing the maximum number of shares of common stock that may be issued pursuant to outstanding long-term incentive plan awards under the 1999 Plan and the 2001 Plan and (c) 1,742,563 shares of common stock issuable upon vesting of outstanding restricted stock unit awards issued pursuant to the 2001 Plan and the 2011 Plan.

The weighted-average exercise price of outstanding options, warrants and rights reflects only the weighted-average exercise price of outstanding stock options under the 2001 Plan and the 2011 Plan.

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The number of securities available for future issuance includes (a) 3,931,942 shares of common stock that may be issued pursuant to the 2011 Plan (which includes amounts carried over from the 1999 Plan and the 2001 Plan) and (b) 2,270,098 shares of common stock that may be issued pursuant to the ESPP. No further awards may be made under the 1999 Plan and the 2001 Plan.

There is no limit on the number of shares of common stock that may be issued under the Outside Director Deferral Plan and the Directors Deferred Compensation Plan.

*Outside Director Phantom Share Plan.* Each non-management Director receives an annual grant of phantom shares under the Outside Director Phantom Share Plan equal in value to \$110,000. Phantom shares are paid in cash and are recorded as a liability and are marked to market each period. Dividend equivalents accrue on all phantom shares and are credited to a Director's account. All phantom shares fully vest on the date of grant. Following termination of service as a Director, the cash value of the phantom shares will be paid to each Director in a single lump sum or in five or ten annual installments. The value of each phantom share is determined on the relevant date as the fair market value of the common stock of the Company on such date.

*Outside Director Deferral Plan and Directors' Deferred Compensation Plan.* Our non-management directors currently receive an annual retainer fee for serving as a director (at the rate of \$70,000 per year) and for serving as the Chair of a committee (\$7,500 for the Chairs of the Committee on Governance and the Financial Policy Committee, \$10,000 for the Chair of the Compensation Committee and \$15,000 for the Chair of the Audit Review Committee) plus \$1,500 for each Board and Board committee meeting attended.

Pursuant to the Outside Director Deferral Plan, non-management Directors may elect to defer a portion or all of the annual retainer and meeting fees into either a phantom Goodrich share account or a cash account. Amounts deferred into the phantom share account accrue dividend equivalents, and amounts deferred into the cash account accrue interest at the prime rate. The plan provides that amounts deferred into the phantom share account are paid out in shares of common stock, and amounts deferred into the cash account are paid out in cash, in each case following termination of service as a Director, in a single lump sum, five annual installments or ten annual installments.

Prior to 2005, non-management Directors could elect to defer a portion or all of the annual retainer and meeting fees into a phantom Goodrich share account pursuant to the Directors' Deferred Compensation Plan. The plan provides that amounts deferred into the account are paid out in shares of Common Stock following termination of service as a Director. Dividend equivalents accrue on all phantom shares credited to a Director's account.

**SIGNATURE**

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED ON MARCH 8, 2012.

GOODRICH CORPORATION

(Registrant)

By: /S/ SCOTT E. KUECHLE  
Scott E. Kuechle,  
*Executive Vice President and Chief Financial  
Officer (Principal Financial Officer)*

**Exhibit**

<b>Number</b>	<b>Description</b>
2.1	Distribution Agreement dated as of May 31, 2002 by and among Goodrich Corporation, EnPro Industries, Inc. and Coltec Industries Inc., filed as Exhibit 2(A) to Goodrich Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-892), is incorporated herein by reference.
2.2	Agreement and Plan of Merger by and between United Technologies Corporation, Charlotte Lucas Corporation and Goodrich Corporation dated September 21, 2011, filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 22, 2011, is incorporated herein by reference.
3.1	Restated Certificate of Incorporation of Goodrich Corporation, filed as Exhibit 3.1 to Goodrich Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, is incorporated herein by reference.
3.2	By-Laws of Goodrich Corporation, as amended, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 16, 2011, is incorporated herein by reference.
4.1	Indenture dated as of May 1, 1991 between Goodrich Corporation and The Bank of New York, as successor to Harris Trust and Savings Bank, as Trustee, filed as Exhibit 4 to Goodrich Corporation's Registration Statement on Form S-3 (File No. 33-40127), is incorporated herein by reference.
4.2	Agreement of Resignation, Appointment and Acceptance effective February 4, 2005 by and among Goodrich Corporation, The Bank of New York and The Bank of New York Trust Company, N.A., filed as Exhibit 4(C) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, is incorporated by reference herein. Information relating to the Company's long-term debt is set forth in Note 11 Financing Arrangements to the Company's financial statements, which are filed as part of this Annual Report on Form 10-K. Except for Exhibit 4.1, instruments defining the rights of holders of such long-term debt are not filed herewith since no single item exceeds 10% of consolidated assets. Copies of such instruments will be furnished to the Commission upon request.
10.1	Amended and Restated Assumption of Liabilities and Indemnification Agreement between the Company and The Geon Company, filed as Exhibit 10.3 to the Registration Statement on Form S-1 (No. 33-70998) of The Geon Company, is incorporated herein by reference.
10.2	Tax Matters Arrangements dated as of May 31, 2002 between Goodrich Corporation and EnPro Industries, Inc., filed as Exhibit 10(LL) to Goodrich Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-892), is incorporated herein by reference.
10.3	Indemnification Agreement dated as of May 31, 2002 among Goodrich Corporation, EnPro Industries, Inc., Coltec Industries Inc and Coltec Capital Trust, filed as Exhibit 10(OO) to Goodrich Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-892), is incorporated herein by reference.
10.4	Five Year Credit Agreement dated as of May 20, 2011 among Goodrich Corporation, the lenders parties thereto and Citibank, N.A., as agent for such lenders, filed as Exhibit 10.1 to Goodrich Corporation's Current Report on Form 8-K filed May 23, 2011, is incorporated herein by reference.
10.5	Goodrich Corporation Amended and Restated 2001 Equity Compensation Plan, filed as Appendix B to Goodrich Corporation's 2008 proxy statement dated March 12, 2008, is incorporated herein by reference.
10.6	Goodrich Corporation 2011 Equity Compensation Plan, filed as Appendix B to Goodrich Corporation's 2011 proxy statement dated as of March 10, 2011, is incorporated herein by reference.

**Exhibit**

<b>Number</b>	<b>Description</b>
10.7	Goodrich Corporation Voluntary Separation Plan, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 21, 2009, is incorporated by reference herein.
10.8	Amendment Number 1 to the Goodrich Corporation Voluntary Separation Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, is incorporated herein by reference.
10.9	Form of nonqualified stock option award agreement, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated herein by reference.
10.10	Form of restricted stock award agreement, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated herein by reference.
10.11	Form of restricted stock unit award agreement, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated herein by reference.
10.12	Form of restricted stock unit special award agreement, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated by reference herein.
10.13	Form of restricted stock unit award agreement, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.14	Form of performance unit award agreement, filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated herein by reference.
10.15	Form of stock option award agreement, filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.16	Form of restricted stock unit award agreement, filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.17	Form of performance unit award agreement, filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.18	Form of restricted stock award agreement, filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.19	Form of restricted stock unit special award agreement, filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.20	Form of stock option special award agreement, filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.21	Form of stock option award agreement, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 13, 2007, is incorporated herein by reference.
10.22	Form of restricted stock unit award agreement, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 13, 2007, is incorporated herein by reference.
10.23	Form of performance unit award agreement, filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 13, 2007, is incorporated herein by reference.
10.24	Form of amendment to performance unit award agreement, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 13, 2007, is incorporated herein by reference.

**Exhibit**

<b>Number</b>	<b>Description</b>
10.25	Form of Amendment to Stock Option Award Agreements, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 10, 2009, is incorporated herein by reference.
10.26	Form of Stock Option Award Agreement, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 10, 2009, is incorporated herein by reference.
10.27	Form of Restricted Stock Unit Award Agreement, filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 10, 2009, is incorporated herein by reference.
10.28	Form of Restricted Stock Unit Special Award Agreement, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 10, 2009, is incorporated herein by reference.
10.29	Form of Restricted Stock Unit Special Award Agreement filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 21, 2011, is incorporated herein by reference.
10.30	Form of Performance Unit Award Agreement, filed as Exhibit 10.5 to the Company's Current Report on Form 8-K filed on December 10, 2009, is incorporated herein by reference.
10.31	Form of award letter for 2004 stock-based compensation awards to executive officers, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 1-892), is incorporated by reference herein.
10.32	Performance Share Deferred Compensation Plan Summary Plan Description, filed as Exhibit 10(LL) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 1-892), is incorporated herein by reference.
10.33	Goodrich Corporation Senior Executive Management Incentive Plan, filed as Appendix C to the Company's 2010 Proxy Statement dated March 11, 2010, is incorporated herein by reference.
10.34	Amendment Number One to the Goodrich Corporation Senior Executive Management Incentive Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, is incorporated herein by reference.
10.35	Form of Disability Benefit Agreement, filed as Exhibit 10(U) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-892), is incorporated by reference herein.
10.36	Form of Supplemental Executive Retirement Plan Agreement As Amended and Restated Generally Effective January 1, 2005), filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.37	Goodrich Corporation Benefit Restoration Plan (amended and restated effective January 1, 2002), filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-892), is incorporated herein by reference.
10.38	Amendment Number 1 to the Goodrich Corporation Pension Benefit Restoration Plan dated December 8, 2011.
10.39	Goodrich Corporation Pension Benefit Restoration Plan (As Amended and Restated Generally Effective January 1, 2005), filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.40	Goodrich Corporation Savings Benefit Restoration Plan (As Amended and Restated Generally effective January 1, 2005), filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.41	Amendment Number 1 to the Goodrich Corporation Savings Benefit Restoration Plan dated December 8, 2011.
10.42	Goodrich Corporation Severance Program (amended and restated effective February 21, 2006), filed as Exhibit 10(1) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, is incorporated herein by reference.
10.43	Amendment Number 1 to the Goodrich Corporation Severance Program, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, is incorporated herein by reference.

**Exhibit**

<b>Number</b>	<b>Description</b>
10.44	Amendment Number 2 to the Goodrich Corporation Severance Program, filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.45	Amendment Number 3 to the Goodrich Corporation Severance Program, filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007, is incorporated herein by reference.
10.46	Amendment Number 4 to the Goodrich Corporation Severance Program, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, is incorporated herein by reference.
10.47	Amendment Number 5 to the Goodrich Corporation Severance Program, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, is incorporated herein by reference.
10.48	Amendment Number 6 to the Goodrich Corporation Severance Program, filed as Exhibit 10.5 to the Company's Current Report on Form 8-K dated December 12, 2008, is incorporated herein by reference.
10.49	Amendment Number 7 to the Goodrich Corporation Severance Program, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, is incorporated herein by reference.
10.50	Amendment Number 8 to the Goodrich Corporation Severance Program, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, is incorporated herein by reference.
10.51	Form of Management Continuity Agreement entered into by Goodrich Corporation and certain of its employees, filed as Exhibit 10.5 to the Company's Current Report on Form 8-K dated December 13, 2007, is incorporated by reference herein.
10.52	First Amendment to the Management Continuity Agreement between Goodrich Corporation and Terrance G. Linnert dated as of October 13, 2011, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 19, 2011, is incorporated by reference herein.
10.53	Form of Director and Officer Indemnification Agreement between Goodrich Corporation and certain of its directors, officers and employees, filed as Exhibit 10(AA) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-892), is incorporated by reference herein.
10.54	Goodrich Corporation Directors' Phantom Share Plan, as filed as Exhibit 10(II) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-892), is incorporated by reference herein.
10.55	Amendment Number One to the Directors' Phantom Share Plan, filed as Exhibit 10.8 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.56	Goodrich Corporation Directors' Deferred Compensation Plan, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 1-892), is incorporated herein by reference.
10.57	Goodrich Corporation Outside Director Deferral Plan, filed as Exhibit 10(MM) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 1-892), is incorporated by reference herein.
10.58	Amendment Number One to the Goodrich Corporation Outside Director Deferral Plan, filed as Exhibit 10.47 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.59	Amendment Number Two to the Goodrich Corporation Outside Director Deferral Plan, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, is incorporated herein by reference.



**Exhibit**

<b>Number</b>	<b>Description</b>
10.60	Amendment Number Three to the Goodrich Corporation Outside Director Deferral Plan, filed as Exhibit 10.7 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.61	Goodrich Corporation Outside Director Phantom Share Plan, filed as Exhibit 10(NN) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 1-892), is incorporated herein by reference.
10.62	Amendment Number One to the Goodrich Corporation Outside Director Phantom Share Plan, filed as Exhibit 10.49 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
10.63	Amendment Number Two to the Goodrich Corporation Outside Director Phantom Share Plan, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, is incorporated by reference.
10.64	Amendment Number Three to the Goodrich Corporation Outside Director Phantom Share Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007, is incorporated by reference.
10.65	Amendment Number Four to the Goodrich Corporation Outside Director Phantom Share Plan, filed as Exhibit 10.6 to the Company's Current Report on Form 8-K filed on December 12, 2008, is incorporated herein by reference.
10.66	Amendment Number Five to the Goodrich Corporation Outside Director Phantom Share Plan dated December 8, 2011.
10.67	Compensation Arrangements for the Named Executive Officers.*
10.68	Summary of Compensation Arrangements for Non-Management Directors.
10.69	Directors' Income Retirement Plan, filed as Exhibit 10.67 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007, is incorporated herein by reference.
10.70	Amendment Number One to the Directors' Income Retirement Plan dated December 8, 2011.
21	Subsidiaries.
23	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP.
31	Certifications.*
32	Section 1350 Certifications.
99.1	List of Companies in Survey Data.
101	The following financial information from Goodrich Corporation's Annual Report on Form 10-K for the year ended December 31, 2011 filed with the SEC on February 23, 2012, formatted in XBRL includes: (i) consolidated income statements for the fiscal periods ended December 31, 2011, 2010 and 2009, (ii) consolidated balance sheets at December 31, 2011 and 2010, (iii) consolidated cash flow statements for the fiscal periods ended December 31, 2011, 2010 and 2009 (iv) the notes to consolidated financial statements.

\* Submitted electronically herewith