

GOODRICH CORP
Form 15-12B
July 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-00892

GOODRICH CORPORATION

(Exact name of registrant as specified in its charter)

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, North Carolina

(704) 423-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

6.29% Senior Notes Due 2016

6.29% Senior Notes Due 2016

6.125% Senior Notes Due 2019

4.875% Senior Notes Due 2020

3.6% Senior Notes Due 2021

6.80% Senior Notes Due 2036

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7.0% Senior Notes Due 2038

6.8% Medium-Term Notes Due 2018

8.61% Medium-Term Notes Due 2025

8.61% Medium-Term Notes Due 2025

8.65% Medium-Term Notes Due 2025

8.62% Medium-Term Notes Due 2025

8.65% Medium-Term Notes Due 2025

7.75% Medium-Term Notes Due 2025

7.298% Medium-Term Notes Due 2025

7.28% Medium-Term Notes Due 2025

7.5% Medium-Term Notes Due 2026

7.1% Medium-Term Notes Due 2027

7.375% Medium-Term Notes Due 2046
 (Title of each class of securities covered by this Form)

Common Stock, \$5 par value

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----|
| Rule 12g-4(a)(1) | x |
| Rule 12g-4(a)(2) | .. |
| Rule 12h-3(b)(1)(i) | x |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date:

| | |
|---|-----------|
| 6.29% Senior Notes Due 2016 | 2 |
| 6.29% Senior Notes Due 2016 | 38 |
| 6.125% Senior Notes Due 2019 | 47 |
| 4.875% Senior Notes Due 2020 | 41 |
| 3.6% Senior Notes Due 2021 | 42 |
| 6.80% Senior Notes Due 2036 | 18 |
| 7.0% Senior Notes Due 2038 | 38 |
| 6.8% Medium-Term Notes Due 2018 | 38 |
| 8.61% Medium-Term Notes Due 2025 | 2 |
| 8.61% Medium-Term Notes Due 2025 | 1 |
| 8.65% Medium-Term Notes Due 2025 | 1 |
| 8.62% Medium-Term Notes Due 2025 | 1 |

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| | |
|--|-----------|
| 8.65% Medium-Term Notes Due 2025 | 12 |
| 7.75% Medium-Term Notes Due 2025 | 1 |
| 7.298% Medium-Term Notes Due 2025 | 1 |
| 7.28% Medium-Term Notes Due 2025 | 3 |
| 7.5% Medium-Term Notes Due 2026 | 2 |
| 7.1% Medium-Term Notes Due 2027 | 8 |
| 7.375% Medium-Term Notes Due 2046 | 4 |

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Pursuant to the requirements of the Securities Exchange Act of 1934, Goodrich Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: July 26, 2012

GOODRICH CORPORATION

By: /s/ Scott A. Cottrill
Name: Scott A. Cottrill
Title: Treasurer