

GOODRICH CORP

Form 5

February 13, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Holland, William R.

c/o Goodrich Corporation

2730 West Tyvola Rd.

Charlotte, NC 28217

2. Issuer Name and Ticker or Trading Symbol

GOODRICH CORPORATION

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3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Year
Phantom Stock Dividend	01/02/01	(A)	6.3980	(A)	\$35.6875	
Phantom Stock	03/30/01	(A)	163.5269	(A)	\$38.22	
Phantom Stock Dividend	04/02/01	(A)	6.9835	(A)	\$38.3750	
Phantom Stock	06/29/01	(A)	165.5410	(A)	\$37.7550	
Phantom Stock Dividend	07/02/01	(A)	8.2537	(A)	\$38.15	
Phantom Stock	09/28/01	(A)	322.3311	(A)	\$19.39	

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Phantom Stock Dividend	10/01/	(A)	19.0678		(A)	\$19.02			
	01								
Phantom Stock	12/31/	(A)	234.5656		(A)	\$26.6450		1,894.7635*	
	01								
Common Stock								15,000	

Table II -- Derivative Securitized Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Date of Acquisition	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities
Phantom Stock Dividend	1-for-1	01/02/	(A)	10.3122	A	Phantom Shares	10.3122
		/01					5
Phantom Stock Dividend	1-for-1	04/02/	(A)	9.6640	A	Phantom Shares	9.6640
		/01					0
Phantom Stock	1-for-1	04/17/	(A)	1,294.6660	A	Phantom Shares	1,294.6660
		/01					
Phantom Stock Dividend	1-for-1	07/02/	(A)	19.1229	A	Phantom Shares	19.1229
		/01					
Phantom Stock Dividend	1-for-1	10/01/	(A)	38.6330	A	Phantom Shares	38.6330
		/01					

Explanation of Responses:

* The phantom stock units were accrued under Goodrich Corporation's Director's Deferred Compensation Plan and are to be settled in stock only upon the reporting person's retirement.

** The phantom stock units were accrued under Goodrich's Corporation Outside Director's Phantom Share Plan and are to be settled in cash only upon the reporting person's retirement.

SIGNATURE OF REPORTING PERSON

/s/ William R. Holland

DATE

02/09/01