GOODRICH CORP
Form DEF 14A
March 12, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

Goodrich Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2009
Annual Meeting
of Shareholders
and
Proxy Statement

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Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

NOTICE TO SHAREHOLDERS

THE ANNUAL MEETING OF SHAREHOLDERS of Goodrich Corporation, a New York corporation, will be held at Goodrich s headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina on April 21, 2009, at 10:00 a.m. Eastern Time to:

1. Elect as Directors the eleven nominees named in the attached Proxy Statement to hold office until the next Annual Meeting of Shareholders and until their respective successors are elected and qualified.

2. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2009.

3. Vote on a shareholder proposal regarding an amendment to the Restated Certificate of Incorporation for majority election of Directors in uncontested elections.

4. Transact such other business as may properly come before the meeting.

Information with respect to these matters is contained in the Proxy Statement attached to this Notice.

The Board of Directors has fixed March 2, 2009 as the record date for determining shareholders entitled to notice of and to vote at the meeting. Only holders of record at the close of business on that date shall be entitled to notice of and to vote at the meeting or any adjournment thereof.

A proxy for use at the meeting in the form accompanying this Notice is hereby solicited on behalf of the Board of Directors from holders of Common Stock. Shareholders may withdraw their proxies at the meeting should they be present and desire to vote their shares in person, and they may revoke their proxies for any reason at any time prior to the voting thereof.

It is important that every shareholder be represented at the meeting regardless of the number of shares owned. To minimize expense associated with collecting proxies, please execute and return your proxy promptly.

By Order of the Board of Directors

Sally L. Geib
Secretary

Dated March 12, 2009

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 21, 2009. Our 2009 Notice of Annual Meeting and Proxy Statement and 2008 Annual Report to Shareholders are available at www.goodrich.com/governance.

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GENERAL INFORMATION

The accompanying proxy is solicited on behalf of the Board of Directors of Goodrich Corporation. Our 2009 Annual Meeting of Shareholders will be held at our corporate headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina at 10:00 a.m. Eastern Time on April 21, 2009.

All shareholders of record of our Common Stock at the close of business on March 2, 2009 are entitled to notice of and to vote at the Annual Meeting. There were 123,839,913 shares outstanding and entitled to vote on such date, and each share is entitled to one vote. There are no cumulative voting rights.

Most shareholders have a choice of voting by proxy over the Internet, by using a toll-free telephone number or by completing a proxy card and mailing it in the postage-paid envelope provided. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you. Please be aware that if you vote over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible. The Internet and telephone voting facilities for shareholders of record will close at 11:59 p.m. Eastern Time on April 20, 2009.

When you vote by proxy, your shares will be voted according to your instructions. You can revoke your proxy at any time before it is exercised by written notice to our Secretary, timely delivery of a properly executed, later-dated proxy (including an Internet or telephone vote) or voting by ballot at the Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

Proxies for shares of Common Stock will also represent shares held under our Dividend Reinvestment Plan. Proxies will also be considered to be voting instructions to the plan trustees with respect to shares held in accounts under the Goodrich Corporation Employees Savings Plan and Goodrich Corporation Savings Plan for Rohr Employees. We have been advised that voting instructions from plan participants must be received by not later than 11:59 p.m. Eastern Time on April 16, 2009 in order to be included in the final voting instruction tabulation provided to the plan trustees.

We will pay the expense of soliciting these proxies. In addition to using the mails and the Internet, our officers, Directors and employees may solicit proxies personally, by telephone or by facsimile. We will reimburse brokers and others holding shares in their names, or in the names of nominees, for their expenses in sending proxy material to the beneficial owners of such shares and obtaining their proxies. We have retained Laurel Hill Advisory Group, LLC, 2 Robbins Lane, Suite 201, Jericho, NY 11753, to assist us in soliciting proxies from shareholders, including brokers, custodians, nominees and fiduciaries, and will pay that firm fees estimated at $10,000 for its services, plus the firm s expenses and disbursements.

The approximate date on which we will begin mailing this Proxy Statement, the accompanying proxy and our 2008 Annual Report, including financial statements, to shareholders is March 12, 2009.

As permitted by rules recently adopted by the SEC, we are making this Proxy Statement and our 2008 Annual Report available on our Internet site at www.goodrich.com/governance. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request to receive these materials. Instead, the Notice instructs you how to access and review all of the important information in the Proxy Statement and 2008 Annual Report. The Notice also instructs you how to submit your vote over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

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If you received a printed copy of the proxy materials, the Company now offers the opportunity to electronically receive future proxy statements and annual reports over the Internet. By using these services, you are not only able to access these materials more quickly than ever before, but you are also helping the Company reduce printing and postage costs associated with their distribution. Online services are available to our registered and beneficial shareholders who have active email accounts and Internet access. Registered shareholders maintain shares in their own names. Beneficial shareholders have shares deposited with a bank or brokerage firm. To view a listing of participating brokerage firms or to enroll in the program, please go to http://enroll.icsdelivery.com/gr and click on the appropriate selection. If you have accounts with multiple brokers, you will need to complete the process for each brokerage account. Upon completion of your enrollment, you will receive an email confirming your election to use the online services. Your enrollment in the online program will remain in effect as long as your account remains active or until you cancel it. If you are a current employee with a Company provided e-mail address, you will automatically receive proxy statements and annual reports over the Internet unless you notify the Company of your decision to receive paper copies in the mail.

Our principal executive offices are located at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217.

Unless the context otherwise requires, the terms we , our , us , Goodrich and the Company as used in this Proxy Statement refer to Goodrich Corporation.

VOTE REQUIRED FOR APPROVAL

The presence, in person or by proxy, of the holders of a majority of the shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum. Withheld votes, abstentions and broker non-votes are counted as present and entitled to vote for purposes of constituting a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner.

If you are a beneficial shareholder and your broker holds your shares in its name, the rules of the New York Stock Exchange permit your broker to vote your shares on the election of Directors and the ratification of the appointment of our independent registered public accounting firm, even if the broker does not receive voting instructions from you. However, under the rules of the New York Stock Exchange, your broker cannot vote your shares on the shareholder proposal if you do not timely provide instructions for voting your shares.

The eleven nominees for Director receiving a plurality of the votes cast at the Annual Meeting in person or by proxy shall be elected. This means that the Director nominee with the most votes for a particular slot is elected for that slot. Only votes for affect the outcome.

Our Guidelines on Governance set forth our procedures if a Director nominee is elected, but receives a majority of withheld votes. In an uncontested election, any nominee for Director who receives a greater number of withheld votes than votes for such election is required to tender his or her resignation following certification of the shareholder vote. The Committee on Governance is required to make recommendations to the Board with respect to any such letter of resignation. The Board is required to take action with respect to this recommendation and to publicly disclose the decision and the rationale for the decision.

Ratification of the appointment of our independent registered public accounting firm and the vote on the shareholder proposal will be decided by a majority of the votes cast for or against each proposal at the Annual Meeting. Abstentions and, if applicable, broker non-votes are not counted as votes for or against these proposals.

PROPOSALS TO SHAREHOLDERS

1. ELECTION OF DIRECTORS

One of the purposes of the Annual Meeting is the election of eleven Directors to hold office until the next annual meeting of shareholders in 2010 and until their respective successors are elected and qualified. The eleven nominees for election as a Director are named on the following pages. All of them are now Directors whose terms expire at the 2009 Annual Meeting.

All nominees have indicated that they are willing to serve as Directors if elected. If any nominee should be unable or unwilling to serve, the proxies will be voted for the election of such person as may be designated by our Board of Directors to replace such nominee.

The Board recommends that you vote FOR the election of these nominees for Director.

NOMINEES FOR ELECTION

DIANE C. CREEL, age 60 Director since December 22, 1997.
Retired Chairman, Chief Executive Officer and President, Ecovation, Inc., a wastewater management systems company that was acquired by Ecolab in February 2008. Ms. Creel has a B.A. and M.A. from the University of South Carolina. Ms. Creel was Chairman, Chief Executive Officer and President of Ecovation, Inc. from May 2003 to September 2008. Prior to joining Ecovation, Ms. Creel served as Chief Executive Officer and President of Earth Tech from January 1993 to May 2003, Chief Operating Officer from 1987 to 1993 and Vice President from 1984 to 1987. Ms. Creel was director of business development and communications for CH2M Hill from 1978 to 1984, manager of communications for Caudill Rowlett Scot, Houston, Texas from 1976 to 1978, and director of public relations for LBC&W, Architects-Engineers-Planners, Columbia, South Carolina from 1971 to 1976. Ms. Creel currently serves on the board of directors of Allegheny Technologies.

GEORGE A. DAVIDSON, JR., age 70 Director since April 15, 1991.
Retired Chairman, Dominion Resources, Inc., a natural gas and electric power holding company. Mr. Davidson is a graduate of the University of Pittsburgh with a degree in petroleum engineering. Effective January 2000, Dominion Resources and Consolidated Natural Gas Company merged. He has been associated with Consolidated Natural Gas since 1966. He became Vice Chairman of Consolidated Natural Gas in October 1985 and served in that position until January 1987, when he assumed the additional responsibility of Chief Operating Officer. In May 1987 Mr. Davidson became Chairman and Chief Executive Officer and served in that capacity until becoming Chairman of Dominion Resources, Inc. in January 2000. He retired from that position in August 2000. Mr. Davidson is a director of Dominion Resources, Inc. and PNC Financial Services Group, Inc. Mr. Davidson is Past Chairman of the Board of The Pittsburgh Cultural Trust, Chairman Emeritus of the Pittsburgh Civic Light Opera Board and Past Chairman of the American Gas Association. Mr. Davidson is a trustee of the University of Pittsburgh, chairs the Board of Visitors of the Katz Graduate

School of Business and is Vice Chair of the Board of Visitors of the School of Engineering, and serves on the board of the Sewickley Valley Hospital Foundation and the Carnegie Museum of Natural History.

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HARRIS E. DELOACH, JR., age 64 Director since April 17, 2001.
Chairman, President and Chief Executive Officer, Sonoco Products Company, a worldwide, vertically integrated packaging company. Mr. DeLoach holds a bachelor of arts degree in business administration and a juris doctor degree from the University of South Carolina. Mr. DeLoach was named President and Chief Executive Officer of Sonoco Products Company in July 2000 and Chairman in April 2005. Previously, he was Senior Executive Vice President and Chief Operating Officer from 1999 to 2000, Executive Vice President from 1996 to 1999 and Group Vice President from 1993 to 1996. He joined Sonoco in 1985. Mr. DeLoach is a director of Sonoco Products Company and Progress Energy Corporation. He also serves on the Board of Directors of the Palmetto Institute, member of the University of South Carolina Business Partnership Foundation, member of the Board of Directors of the South Carolina Governor s School for Science and Mathematics Foundation, and Past Chairman of the South Carolina Chamber of Commerce.

JAMES W. GRIFFITH, age 55 Director since July 15, 2002.
President and Chief Executive Officer, The Timken Company, a global leader in friction management and power transmission products and services. Mr. Griffith earned his B.S. in industrial engineering and his M.B.A. from Stanford University. He joined The Timken Company in 1984. From 1984 to 1999 he held a wide range of positions in several areas of the company, including international operations and strategic management. He was elected President and Chief Operating Officer in 1999 and President and Chief Executive Officer in July 2002. Mr. Griffith is a director of The Timken Company, is on the Executive Committee and Board of Directors of the National Association of Manufacturers, is on the Board of Directors of MAGNet, serves as the President for the World Bearing Association, and is a member of the Board of Trustees of Mount Union College.

WILLIAM R. HOLLAND, age 70 Director since July 12, 1999.
Retired Chairman, United Dominion Industries Limited, a diversified manufacturing company that was acquired by SPX Corporation in May 2001. Mr. Holland has bachelor of arts and juris doctor degrees from the University of Denver. He joined United Dominion in 1973 as Vice President and General Counsel. He held various executive positions with United Dominion, including Chief Executive Officer from 1986 to 2000 and Chairman from 1987 to 2001. Mr. Holland is Chairman and a director of EnPro Industries, Inc. and a director of Lance Inc. He is a director of Crowder Construction Company, ERC, Inc., the Carolinas Healthcare System Foundation, Charlotte, North Carolina, a corporate member of the Jupiter, Florida Medical Center and a member of the Advisory Board of the Walker School of Business, Appalachian State University, Boone, North Carolina. He was named as an Outstanding Director in 2008 by the Outstanding Directors Institute.

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JOHN P. JUMPER, age 64   Director since December 5, 2005.
Retired Chief of Staff, United States Air Force. General Jumper retired from the United States Air Force in 2005 after a distinguished 39-year military career. In his last position as Chief of Staff he served as the senior military officer in the Air Force leading more than 700,000 military, civilian, Air National Guard and Air Force Reserve men and women. In that position he administered annual budgets in excess of $100 billion. As Chief of Staff, he was a member of the Joint Chiefs of Staff providing military advice to the Secretary of Defense, the National Security Council and the President. From 2000   2001 General Jumper served as Commander, Air Combat Command. During the 1999 war in Kosovo and Serbia he commanded U.S. Air Forces in Europe and Allied Air Forces Central Europe. In earlier assignments he served on the Joint Staff and as Senior Military Assistant to Secretary of Defense Dick Cheney and Secretary Les Aspin. He also commanded an F-16 fighter squadron and two fighter wings, accumulating more than 5,000 flying hours, including more than 1,400 combat hours in Vietnam and Iraq. General Jumper holds a degree in electrical engineering from the Virginia Military Institute and an M.B.A from Golden Gate University in San Francisco. He currently serves on the boards of SAIC, Inc., Jacobs Engineering Group, Inc., TechTeam Global, Inc. and Somanetics Corporation, as well as on the non-profit boards of The Marshall Foundation, the Air Force Village Charitable Foundation, and The American Air Museum in Britain.

MARSHALL O. LARSEN, age 60   Director since April 16, 2002.
Chairman, President and Chief Executive Officer, Goodrich Corporation. Mr. Larsen received a B.S. in Engineering from the U.S. Military Academy and an M.S. in industrial administration from the Krannert Graduate School of Management at Purdue University. He joined Goodrich in 1977 as an Operations Analyst. In 1981, he became Director of Planning and Analysis and subsequently Director of Product Marketing. In 1986, he became Assistant to the President and later served as General Manager of several divisions of Goodrich s aerospace business. He was elected a Vice President of Goodrich and named a Group Vice President of Goodrich Aerospace in 1994 and was elected an Executive Vice President of Goodrich and President and Chief Operating Officer of Goodrich Aerospace in 1995. He was elected President and Chief Operating Officer of Goodrich in February 2002, Chief Executive Officer in April 2003 and Chairman in October 2003. Mr. Larsen is a member of the Board of Governors of the Aerospace Industries Association and the Business Roundtable and is a director of Becton, Dickinson & Co. and Lowe s Companies, Inc. He is active in numerous community activities.

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LLOYD W. NEWTON, age 66 Director since December 11, 2006.
General, United States Air Force (Ret.) and Retired Executive Vice President, Pratt & Whitney Military Engines, a leading manufacturer of engines for military aircraft. General Newton retired from the United States Air Force in August 2000 after a distinguished 34-year career. He culminated his Air Force career as a four-star General and was Commander, Air Education and Training Command. His command consisted of 13 bases, 43,000 active duty personnel and 14,000 civilians. In April 2005 he was appointed by the President to serve as a commissioner on the Defense 2005 Base Realignment and Closure Commission. General Newton joined Pratt & Whitney Military Engines in September 2000 as Vice President where he was responsible for all aspects of business development, customer requirements, support and services. He retired from Pratt & Whitney in March 2006 as Executive Vice President. General Newton received a Bachelor of Science degree in Aviation Education from Tennessee State University in 1966. In 1985, he received a Master of Arts degree in Public Administration from George Washington University. He currently serves on the Board of Directors of Sonoco Products Company and Torchmark Corporation, as well as on the non-profit Boards of the National Air and Space Museum, the National Museum of the U.S. Air Force and the Air Force Association.

DOUGLAS E. OLESEN, age 70 Director since October 1, 1996.
Retired President and Chief Executive Officer, Battelle Memorial Institute, a worldwide technology organization, working for government and industry. Dr. Olesen earned his B.S., M.S. and Ph.D. degrees in civil engineering at the University of Washington. In 1963 Dr. Olesen joined Boeing Aircraft Company as a Research Engineer and assisted in developing and testing closed life-support systems for long-term space missions. He joined Battelle Memorial Institute, Northwest Labs, in Richland, Washington in 1967 and served in a series of management positions. Dr. Olesen was named Vice President and Director of the Northwest Division in 1979. In 1984 he became Executive Vice President and Chief Operating Officer of the Battelle Memorial Institute in Columbus, Ohio. In 1987 he was elected President and Chief Executive Officer and in October 2001 he retired.

ALFRED M. RANKIN, JR., age 67 Director since April 18, 1988.
Chairman, President and Chief Executive Officer, NACCO Industries, Inc., an operating holding company with interests in the mining and marketing of lignite, manufacturing and marketing of forklift trucks, and the manufacturing and marketing of small household electric appliances. Mr. Rankin holds a bachelor of arts degree in economics from Yale University, and a juris doctor degree from the Yale Law School. He joined NACCO Industries in April 1989 as President and Chief Operating Officer and became President and Chief Executive Officer in May 1991. He assumed the additional title of Chairman in May 1994. Previously, Mr. Rankin served in a number of management positions with Eaton Corporation, with the most recent being Vice Chairman and Chief Operating Officer from April 1986 to April 1989. He is a director of NACCO Industries, Inc., NMHG Holding Co. and The Vanguard Group. He is a director and deputy Chairman of the Federal Reserve Bank of Cleveland and a trustee and president of the Cleveland Museum of Art. He is a trustee of The Greater Cleveland Partnership, the Musical Arts Association and University Hospitals of Cleveland.

A. THOMAS YOUNG, age 70 Director since April 17, 1995.
Retired Executive Vice President, Lockheed Martin Corporation, an aerospace and defense company. Mr. Young is a graduate of the University of Virginia with bachelor degrees in aeronautical engineering and mechanical engineering, and of the Massachusetts Institute of Technology with a master s degree in management. Mr. Young was with the National Aeronautics and Space Administration from 1961 to 1982, serving in a number of management positions including Mission Director of the Project Viking Mars landing program and Director of the Goddard Space Flight Center. In 1982 he joined Martin Marietta as Vice President of Aerospace Research and Engineering, and later became Senior Vice President and President of Martin Marietta Electronics & Missiles Group and Executive Vice President. He became President and Chief Operating Officer in January 1990, Executive Vice President of Lockheed Martin Corporation in March 1995 and retired in July of that year. Mr. Young is a director of SAIC, Inc. Mr. Young is also a Fellow of the American Astronautical Society, the American Institute of Aeronautics and Astronautics and the Royal Aeronautical Society and a member of the National Academy of Engineering. He was named as an Outstanding Director in 2005 by the Outstanding Directors Institute.

OTHER NOMINEES

Under our By-Laws, nominations of persons for election to the Board of Directors may be made at an annual meeting of shareholders by any shareholder who was a shareholder of record at the time of giving the notice described below, who is entitled to vote at such meeting and who complies with the notice procedures set forth in the By-Laws.

For a nomination to be properly brought before an annual meeting of shareholders, the shareholder must have given timely notice thereof in writing to our Secretary. To be timely, the shareholder s notice must have been sent to, and received by, our Secretary at our principal executive offices generally not less than 90 nor more than 120 days prior to the first anniversary of the preceding year s annual meeting. For the 2010 Annual Meeting, such notice must be received between December 22, 2009 and January 21, 2010. Each such notice must include among other things:

- the name, age, and principal occupation or employment of each proposed nominee and a brief description of any arrangement or understanding between the nominee and others relating to why he or she was selected as a nominee, in addition to any other information required by the SEC s proxy regulations;
- the proposed nominee s written consent to serve as a director if elected;
- the name and address of the shareholder proposing the nominee as well as any other shareholders believed to be supporting such nominee;
- the number of shares of each class of Goodrich stock owned by such shareholders; and
- a description of all ownership interests in the shares identified, including derivative securities, hedged positions and other economic and voting interests.

No person nominated by a shareholder at the Annual Meeting is eligible for election as a director unless nominated in accordance with the procedures contained in the By-Laws. See Appendix A for the full text of the relevant section of the By-Laws. Because no notice of nomination was provided in accordance with these procedures with respect to the Annual Meeting to be held on April 21, 2009, the only nominees for election as directors at that meeting are the

eleven nominees listed above.

2. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Review Committee of our Board of Directors has appointed the firm of Ernst & Young LLP, subject to ratification by the shareholders at the Annual Meeting, to serve as our independent registered public accounting firm for the year 2009. Should Ernst & Young LLP be unable to perform these services for any reason, the Audit Review Committee will appoint another independent registered public accounting firm to perform these services.

Representatives of the firm of Ernst & Young LLP, our independent registered public accounting firm for the most recently completed fiscal year, are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions from shareholders.

Fees to Independent Registered Public Accounting Firm for 2008 and 2007

The following is a summary of the fees billed to us by Ernst & Young LLP for professional services rendered for 2008 and 2007:

	2008	2007
	(In millions)	
Audit Fees	$ 7.65	$ 6.74
Audit-Related Fees	0.27	0.56
Tax Fees	0.00	0.00
All Other Fees	0.01	0.01
Total Fees	$ 7.93	$ 7.31

Audit Fees. Audit fees consist of fees billed by Ernst & Young LLP for professional services rendered for the audit of our financial statements, the review of financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided by them in connection with statutory and regulatory filings or engagements for those years. Audit fees also include the audit of the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002. The increase in audit fees for 2008 was primarily related to services rendered in connection with the engine controls joint venture with Rolls-Royce Group plc.

Audit-Related Fees. Audit-related fees consist of fees billed by Ernst & Young LLP for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit Fees above. Audit-related fees included fees for employee benefit plan audits, acquisition/divestiture assistance, accounting consultation and audits of a joint venture.

Tax Fees. There were no tax fees billed by Ernst & Young LLP for 2008 and 2007.

All Other Fees. All other fees consist of fees related to products and services provided by Ernst & Young LLP, other than those reported above under Audit Fees , Audit-Related Fees and Tax Fees . For 2008 and 2007, all other fees represents fees billed by Ernst & Young LLP for miscellaneous services.

None of the services represented by the fees set forth in the above table were provided in accordance with the *de minimis* exception to Audit Review Committee approval that appears in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

Audit Review Committee Pre-Approval Policy

The Audit Review Committee of our Board of Directors must review and pre-approve all audit and non-audit services performed by our independent registered public accounting firm. In conducting such reviews, the Audit Review Committee will determine whether the provision

of non-audit services would impair the firm s independence. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Review Committee specifically provides for a different period.

Requests or applications to provide services that require pre-approval by the Audit Review Committee are submitted by both the independent registered public accounting firm and management and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC s rules on auditor independence. Detailed back-up documentation must be provided in connection with each request or application.

The Audit Review Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated must report any pre-approval decisions to the Audit Review Committee at its next scheduled meeting. The Audit Review Committee does not delegate to management its responsibilities to pre-approve services performed by the independent registered public accounting firm.

The full text of the Audit Review Committee pre-approval policy is available on the corporate governance page of our Internet site at www.goodrich.com/governance.

Vote Required

Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2009 will be decided by a majority of the votes cast for or against the proposal at the Annual Meeting. **The Board of Directors recommends that you vote FOR ratifying this appointment.**

3. SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION FOR MAJORITY ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS

The United Brotherhood of Carpenters Pension Fund, 101 Constitution Avenue, N.W., Washington, D.C. 20001, an owner of 2,023 shares of Goodrich Common Stock, has advised the Company that it intends to present the following proposal and supporting statement at the 2009 Annual Meeting. In accordance with applicable proxy regulations, the proposal and supporting statement, that are presented as received by the Company and for which the Company and our Board of Directors accept no responsibility, are set forth below.

Resolved: That the shareholders of Goodrich Corporation (Company) hereby request that the Board of Directors initiate the appropriate process to amend the Company s certificate of incorporation to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, this is, when the number of director nominees exceeds the number of board seats.

Supporting Statement: In order to provide shareholders a meaningful role in director elections, our Company s director election vote standard should be changed to a majority vote standard. A majority vote standard would require that a nominee receive a majority of the votes cast in order to be elected. The standard is particularity well-suited for the vast majority of director elections in which only board nominated candidates are on the ballot. We believe that a majority vote standard in board elections would establish a challenging vote standard for board nominees and improve the performance of individual directors and entire boards. Our Company presently uses a plurality vote standard in all director elections. Under the plurality vote standard, a nominee for the board can be elected with as little as a single affirmative vote, even if a substantial majority of the votes cast are withheld from the nominee.

In response to strong shareholder support for a majority vote standard in director elections, a strong majority of the nation s leading companies, including Intel, General Electric, Motorola,

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Hewlett-Packard, Morgan Stanley, Wal-Mart, Home Depot, Gannett, Marathon Oil and Safeway have adopted a majority vote standard in company bylaws or certificates of incorporation. Additionally, these companies have adopted director resignation policies in their bylaws or corporate governance policies to address post-election issues related to the status of director nominees that fail to win election. However, our Company has responded only partially to the call for change, simply adopting a post-election director resignation policy that sets procedures for addressing the status of director nominees that receive more withhold votes than for votes. The plurality vote standard remains in place.

We believe that a post-election director resignation policy without a majority vote standard in Company bylaws or certificate of incorporation is an inadequate reform. The critical first step in establishing a meaningful majority vote policy is the adoption of the majority vote standard. With a majority vote standard in place, the Board can then consider action on developing post-election procedures to address the status of directors that fail to win election. A majority vote standard combined with a post-election director resignation policy would establish a meaningful right for shareholders to elect directors, and reserve for the Board an important post-election role in determining the continued status of an unelected director. We feel that this combination of the majority vote standard with a post-election policy represents a true majority vote standard.

Board of Directors Statement in Opposition to Proposal

We oppose this proposal because:

- we already have a majority voting policy that substantially addresses the concerns raised in this proposal; and

- the proposal, if adopted, would cause post-election uncertainty where one or more directors do not obtain a majority vote and could jeopardize the Company s ability to comply with regulatory requirements. Therefore, your Board of Directors recommends a **vote against** the proposal.

This proposal requests that we adopt a voting standard for director elections that differs from the plurality voting standard, which is the current default standard under New York law. Under the plurality voting standard, the nominees for director receiving the most affirmative votes are elected.

We Adopted a Majority Voting Policy Two Years Ago

After much deliberation and careful consideration, the Company s Committee on Governance adopted a majority voting policy to address the concerns relating to director candidates who do not receive a majority of the votes cast in an uncontested election. Our policy, adopted in 2006, is part of our Guidelines on Governance and is posted on our corporate governance page (www.goodrich.com/governance). Our policy provides that, in an uncontested election, any director nominee not receiving the vote of at least a majority of the votes cast at any meeting must promptly tender his or her resignation to the Board. Following the resignation tender:

- The Committee on Governance will make a recommendation to the Board on whether to accept the tendered resignation or take some other action;

- The Board must act on the tendered resignation and publicly disclose its decision within 90 days of the date of certification of the election results; and

- The director who tendered the resignation will not participate in the recommendation of the Committee on Governance or the decision of the Board.

The Board adopted this majority voting policy instead of the inflexible version contained in the proposal because we believe it strikes the appropriate balance between ensuring that shareholders have a meaningful role in electing directors and preserving the ability of the Board to exercise independent judgment and to consider all relevant factors in accepting the resignation of a director.

The Proposal Causes Uncertainty and Could Jeopardize Compliance with NYSE Requirements

Incorporation of the proposed majority voting standard into the Company s Restated Certificate of Incorporation, as requested by this shareholder proposal, introduces uncertainty that does not exist under the Company s current majority voting policy. Under New York law, an incumbent director who is not re-elected holds over and continues to serve with the same voting rights and powers until his or her successor is elected and qualified. Thus, even if the proposal were adopted, we could not force an incumbent director who failed to receive a majority vote to leave the Board until his or her successor is elected at a subsequent shareholder meeting.

By contrast, under our current majority voting policy, a director must promptly tender a resignation, which the Board must act upon and publicly disclose within 90 days of the certification of the vote results. This procedure provides the Board with the ability to accept or reject the tendered resignation and ensures that the Board continues to function properly, even during a period of transition.

In addition, as a company listed on the New York Stock Exchange, we must comply with listing standards that include requirements for maintaining independent directors and directors with particular qualifications or expertise. These requirements are considered by the Board when recommending nominees to our shareholders. The failure to elect a particular nominee by voting as proposed by the shareholder, especially in an uncontested election, may impair our ability to continue to comply with those listing standards, which would negatively impact our shareholders.

Proven Record of Strong Corporate Governance under Current Standard

Our Board of Directors has a long track record of strong and effective corporate governance and integrity. Our shareholders have consistently elected directors, under the current voting standard, who are highly qualified and who have the appropriate experience for service on the Board. In addition, the Board maintains a Committee on Governance that is composed entirely of independent directors, and all of the members of the Board, other than the Chairman, who also serves as CEO, are independent as defined by the New York Stock Exchange. The Committee on Governance applies a rigorous set of criteria in identifying director nominees. According to its March 18, 2008 ratings, Institutional Shareholder Services ranked the Company ahead of 97.2% of the companies in the Capital Goods group, as measured by the ISS Corporate Governance Quotient. We believe that our governance and our current voting standard have proven to be very effective and that the adoption of a strict majority voting standard is particularly unwarranted under these circumstances.

For these reasons, the Board of Directors unanimously recommends a vote AGAINST the shareholder proposal.

4. OTHER MATTERS

Our Board of Directors knows of no other matters that may properly be presented to the Annual Meeting. If any other matters do properly come before the Annual Meeting, however, the persons appointed in the accompanying proxy intend to vote the shares represented by such proxy in accordance with their best judgment.

GOVERNANCE OF THE COMPANY

Pursuant to the New York Business Corporation Law and our By-Laws, our business is managed under the direction of our Board of Directors. Members of the Board are kept informed of our business through discussions with the Chairman, President and Chief Executive Officer and other officers, through visits to our significant facilities, by reviewing materials provided to them and by participating in meetings of the Board and its committees. In addition, to promote open discussion among our non-management directors, those Directors meet in regularly scheduled executive sessions without management participation. These sessions are presided over by the Chair of our Committee on Governance.

Corporate Governance

Our Board of Directors has a long-standing commitment to sound and effective corporate governance practices. In 1995 the Board adopted its Guidelines on Governance, which address a number of important governance issues including director independence, qualifications for Board membership, mandatory retirement, majority voting in the uncontested election of Directors, Board self-assessment and succession planning. In addition, the Board has for many years had in place formal charters setting forth the powers and responsibilities of each of its standing committees.

Obtaining Copies of Governance Documents

We maintain a corporate governance page (www.goodrich.com/governance) on our Internet site that includes key information about our corporate governance initiatives, including our Guidelines on Governance, the charters for our standing committees and our Business Code of Conduct. Copies of the Guidelines on Governance, the charters for our standing committees and our Business Code of Conduct can also be obtained by writing to: Secretary, Goodrich Corporation, 2730 W. Tyvola Road, Charlotte, North Carolina 28217.

Business Code of Conduct

In 2003 our Board of Directors adopted our revised Business Code of Conduct, which sets forth the fundamental legal and ethical principles for conducting all aspects of our business. The code applies to all Directors, officers and employees of our company and its subsidiaries, as well as to agents and representatives doing business on our behalf. Our Business Code of Conduct, together with specific policies and procedures, outlines the behavior expected of such individuals in carrying out their daily activities within appropriate ethical and legal standards.

Board of Directors

Our Board of Directors held seven meetings in 2008. All Directors attended 75% or more of the aggregate of the number of Board of Director meetings and meetings of the committees of the Board on which they served.

We typically schedule a Board of Directors meeting in conjunction with our annual meeting of shareholders and expect that our Directors will attend absent a valid reason, such as a schedule conflict. Ten Directors attended our 2008 annual meeting of shareholders.

Director Independence; Audit Committee Financial Expert

Our Board of Directors has determined that each of our Directors other than Mr. Larsen, and each of the members of our Audit Review Committee, Committee on Governance and Compensation Committee, has no material relationship

with Goodrich (other than in the individual s position as a Director) and is an independent director under the New York Stock

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Exchange director independence standards and the director independence standards set forth in our Guidelines on Governance (which reflect exactly the New York Stock Exchange standards).

The Board has also determined that each of the members of our Audit Review Committee is independent for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934, and that all members of the Audit Review Committee, Messrs. DeLoach, Jumper, Olesen, Rankin and Young, are audit committee financial experts as that term is defined in Item 407 of Regulation S-K of the SEC.

The Board based these determinations primarily on a review of the responses of our Directors to questions regarding education, employment and compensation history, affiliations and family and other relationships and on discussions with the Directors. In making its independence determinations, the Board considered the transactions described below under Policy on Related Party Transactions and for the reasons stated below determined that none of those relationships was material.

Policy on Related Party Transactions

In 2006, our Board of Directors adopted a written policy with respect to related party transactions. The policy requires that all transactions between the Company and a related party, which includes all executive officers and Directors and their immediate family members, that exceed $120,000 and in which the related party has a direct or indirect material interest, be approved or ratified by the Audit Review Committee or by the disinterested members of our full Board of Directors. The policy also applies to entities: (1) owned or controlled by a Director, executive officer or their immediate family members: and (2) of which a Director, executive officer or their immediate family member serves as a senior officer or director.

For 2008, the Audit Review Committee considered and ratified transactions between the Company and The Timken Company. Director Griffith is President and Chief Executive Officer of Timken. Timken s direct sales to the Company during 2008 were approximately $2 million, consisting primarily of bearing products that the Company used in various applications.

In reaching its decision, the Audit Review Committee took into consideration the following factors: Director Griffith received no unique personal benefit from such transactions; the transactions were negotiated at arm s length between the companies with no involvement from Director Griffith; the total amount of sales between the companies is small in comparison to the total revenues of either company; and the amount of such sales is significantly below the levels that would preclude a finding of independence under New York Stock Exchange standards or our Guidelines on Governance.

Compensation Committee Interlocks and Insider Participation

In making its independence determinations with respect to Director Griffith, who serves as Chair of the Compensation Committee, the Board considered the transactions described above under Policy on Related Party Transactions and for the reasons stated above determined that the relationship was not material.

Board Committees

Our Board of Directors has established five standing committees: the Executive Committee, the Audit Review Committee, the Compensation Committee, the Committee on Governance and the Financial Policy Committee.

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The following table shows the current committee membership and the number of meetings each committee held in 2008.

	Executive Committee	Audit Review Committee	Compensation Committee	Committee on Governance	Financial Policy Committee
Diane C. Creel			X		X
George A. Davidson, Jr.			X		X
Harris E. DeLoach, Jr.	X	Chair		X	
James W. Griffith			Chair	X	
William R. Holland				X	Chair
John P. Jumper		X			X
Marshall O. Larsen	Chair				
Lloyd W. Newton			X		X
Douglas E. Olesen		X			X
Alfred M. Rankin, Jr.	X	X		Chair	
A. Thomas Young		X	X		
Number of Meetings in 2008	0	8	3	4	4

The following is a brief description of the duties of each committee. A more complete description of each committee s functions is contained in its charter, a current copy of which is available on the corporate governance page of our Internet site www.goodrich.com/governance.

Executive Committee. The Executive Committee acts on behalf of our Board of Directors between regularly scheduled Board meetings. Our Guidelines on Governance state that it is the view of the Board that the Executive Committee will meet only when formal action is necessary and it is not feasible to convene a special meeting, in person or by telephone, of the full Board.

Audit Review Committee. The Audit Review Committee assists our Board of Directors in its oversight of the integrity of our financial statements, the qualifications and independence of our independent registered public accounting firm, the performance of our internal audit function and independent registered public accounting firm, and our compliance with legal and regulatory requirements. This committee has direct responsibility for the selection and appointment of our independent registered public accounting firm.

Compensation Committee. The Compensation Committee reviews, analyzes and, in some cases, approves and, in other cases, makes recommendations to our Board of Directors regarding employee and executive compensation, and incentive, equity-based and benefit programs, including compensation for our Chief Executive Officer.

Committee on Governance. The Committee on Governance assists our Board of Directors in identifying and recommending individuals to the Board for nomination as Board members, Board assessment and administration, management assessment and reviewing and assessing corporate governance guidelines and principles.

Financial Policy Committee. The Financial Policy Committee assists our Board of Directors in reviewing and monitoring our financial planning, financial structure, risk management and insurance programs, dividend policy and retirement plan funding and investment.

Director Nominations

Our Board of Directors is responsible for nominating members of the Board and for filling vacancies on the Board that may exist between annual meetings of shareholders. The Board has delegated the screening process for new Directors to the Committee on Governance.

Our Guidelines on Governance state that candidates nominated for election or re-election to our Board of Directors generally should meet the following qualifications:

Candidates should possess broad training and experience at the policy-making level in business, government, education, technology or philanthropy.

Candidates should possess expertise that is useful to us and complementary to the background and experience of other Board members, so that an optimum balance in Board membership can be achieved and maintained.

Candidates should be of the highest integrity, possess strength of character and the mature judgment essential to effective decision-making.

Candidates should be willing to devote the required amount of time to the work of the Board and one or more of its committees. Candidates should be willing to serve on the Board over a period of several years to allow for the development of sound knowledge of the Company and its principal operations.

Candidates should be without any significant conflict of interest or legal impediment with regard to service on the Board of Directors.

The Guidelines on Governance state that normally only the Chief Executive Officer should be an employee Director.

When a vacancy exists on the Board, or when the Board determines to add an additional Director, the Committee on Governance seeks out appropriate candidates from various sources, which may include other Directors, as well as consultants and search firms to which we pay fees for their assistance in identifying and evaluating candidates. The Committee evaluates all candidates on the basis of the above qualifications and other criteria that may vary from time to time.

The Committee on Governance does not have a formal policy on the consideration of Director candidates recommended by shareholders. The Board of Directors believes that such a formal policy is unnecessary and that the issue is more appropriately dealt with on a case-by-case basis.

Under our By-Laws, nominations of persons for election to the Board of Directors may be made at an annual meeting of shareholders by any shareholder who has complied with the advance notice provisions of our By-Laws. These advance notice provisions are discussed elsewhere in this proxy statement under the caption Election of Directors Other Nominees .

Communications with Directors

Shareholders or other interested parties who wish to communicate with our Board of Directors, our non-management Directors as a group or any individual Director can do so by writing to them, c/o Secretary, Goodrich Corporation, 2730 West Tyvola Road, Charlotte, North Carolina 28217. Our Secretary has been instructed by the Board to promptly forward communications so received to the addressee or addressees.

Stock Ownership

In 2008, the Board adopted a stock ownership policy for non-management Directors. Under the policy, each non-management Director must maintain shares the value of which equals or exceeds four times the amount of the annual retainer (currently, $60,000 per year). Common Stock owned outright, shares in the Outside Director Deferral Plan, the Outside Director Phantom Share Plan and the Director s Phantom Share Plan count towards meeting the stock

ownership requirements. New Directors have five years following election to satisfy the ownership requirements.

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Compensation of Directors

The Committee on Governance recommends and the Board determines the total compensation of the non-management Directors. Each component of Director compensation is described in more detail below. Management Directors receive no additional compensation for Board service.

The following table sets forth information regarding the compensation of our non-management Directors in 2008.

Name (a)	Fees Earned or Paid in Cash ($)(b)	Stock Awards ($)(1)(2)(c)	Option Awards ($)(d)	Non-Equity Incentive Plan Compensation ($)(e)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($)(3)(f)	All Other compensation ($)(4)(g)	Total ($)(h)
Diane C. Creel	81,000	(531,632)			115	7,326	(443,191)
George A. Davidson, Jr.	81,000	(632,140)				6,320	(544,820)
Harris E. DeLoach, Jr.	98,500	(339,802)				19,546	(221,756)
James W. Griffith	86,000	(279,740)				1,936	(191,804)
William R. Holland	89,000	(450,818)				4,565	(357,253)
John P. Jumper	87,000	(34,974)					52,026
Lloyd W. Newton	81,000	9,727					90,727
Douglas E. Olesen	88,500	(563,966)				13,245	(462,221)
Alfred M. Rankin, Jr.	93,500	(313,036)			(16,292)	8,452	(227,376)
A. Thomas Young	87,000	(594,918)				23,401	(484,517)

(1) Under our Outside Director Phantom Share Plan and the Directors Phantom Share Plan, our Directors have the following amounts credited to their accounts as of December 31, 2008: Ms. Creel, 19,383 shares; Mr. Davidson, 22,441 shares; Mr. DeLoach, 13,548 shares; Mr. Griffith, 11,721 shares; Mr. Holland, 16,925 shares; General Jumper, 4,276 shares; General Newton, 2,916 shares; Mr. Olesen, 20,367 shares; Mr. Rankin, 12,734 shares; and Mr. Young, 21,309 shares. During 2008, our Directors accrued the following dividends equivalents in their accounts: Ms. Creel, $16,570; Mr. Davidson, $19,289; Mr. DeLoach, $11,380; Mr. Griffith, $9,755; Mr. Holland, $14,384; General Jumper, $3,133; General Newton, $1,924; Mr. Olesen, $17,445; Mr. Rankin, $10,656; and Mr. Young, $18,282.

(2) The grant date fair value for stock awards for each Director in 2008 was $90,000. The amounts in this column reflect the (income)/expense recognized in 2008 by the Company for accounting purposes calculated in accordance with SFAS 123(R) for all outstanding stock award grants to Directors not just awards made in 2008. The amounts in this column are negative for all Directors, except General Newton, due to the decline in the Company s stock price during 2008.

(3) During 2008 Ms. Creel accrued interest on previously deferred meeting fees in the Outside Director Deferral Plan at the prime rate as provided in the Plan. The amount shown in column (f) represents the difference in interest earned compared to the amount that would have been earned using the federal long-term rate. For Mr. Rankin, this number represents the decrease in the value of his benefit under the Directors Retirement

Income Plan during 2008. This decrease is the net impact of a decrease in value of $16,292 due to later commencement of the pension (i.e., 12/31/08 versus 12/31/07) and the increase in the discount rate used to determine the present value of his benefit under the Directors Retirement Income Plan. The amount of the benefit payable has not changed it remains at $42,000 annually when he retires from the Board.

(4) The amounts in this column are the SFAS 123(R) dividend equivalents paid on phantom shares. Directors receive certain perquisites including long distance telephone service, business travel accident insurance and occasional personal use of company aircraft. The aggregate incremental cost of perquisites to each Director was less than $10,000 in 2008.

Annual Retainer and Meeting Fees

During 2008, each of our non-management Directors received an annual retainer of $60,000, payable in quarterly installments. In addition, each of our non-management Directors received $1,500 for each Board and Board Committee meeting attended. The Chairs of the Committee on Governance, the Compensation Committee and the Financial Policy Committee each received an annual $5,000 retainer for serving as the Committee Chair and the Chair of the Audit Review Committee received an annual $10,000 retainer. Chair retainers are paid in quarterly installments.

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Outside Director Deferral Plan

Starting in 2005, non-management Directors could elect to defer annual retainer and meeting fees under the Outside Director Deferral Plan. The plan permits non-management Directors to 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 either 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.

Outside Director Phantom Share Plan

In addition to the annual retainer and meeting fees, in 2008, each non-management Director received an annual grant of phantom shares under the Outside Director Phantom Share Plan equal in value to $90,000. Dividend equivalents accrue on all phantom shares credited to a Director s account. All phantom shares are fully vested 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 either a single lump sum, five annual installments or ten annual installments. The value of each phantom share is determined on the relevant date by the fair market value of Common Stock (as defined in the plan).

Prior to 2005, each non-management Director received an annual grant of phantom shares under the Directors Phantom Share Plan equal in value to the then-current annual retainer. Dividend equivalents accrue on all phantom shares credited to a Director s account. All phantom shares under this plan are fully vested or will vest on or before April 27, 2009. Following termination of service as a Director, the cash value of the phantom shares will be paid to each Director in twelve monthly installments. The value of each phantom share is determined on the relevant date by the fair market value of Common Stock (as defined in the plan).

Directors Retirement Income Plan

Mr. Rankin participates in our 1982 Directors Retirement Income Plan, which was terminated in 1995. The plan provided that, upon retirement from the Board of Directors after reaching the age of 55 with at least ten years of service as a Director, a non-management Director would be entitled to receive an annual amount equal to the annual retainer in effect at retirement. A retiring Director who had reached age 55 and served for at least five but less than ten years would be entitled to a reduced amount equal to 50% of the annual retainer in effect at retirement, plus 10% of such annual retainer for each additional year of service (rounded to the nearest whole year) up to ten. Under the transition provisions of the plan, upon his retirement Mr. Rankin will be entitled to receive an annual amount under the plan equal to 70% of the annual retainer in effect at retirement.

Other

Non-management Directors are reimbursed for actual expenses incurred in the performance of their services as Directors, including continuing education programs and seminars and, in most instances, provided with travel via company-provided private aircraft to Board of Directors and committee meetings. We also provide each non-management Director with long-distance

telephone service for business and personal use and with $250,000 in business travel accident insurance coverage.

Indemnification; Insurance

We indemnify our Directors and officers to the fullest extent permitted by the New York Business Corporation Law. This is required under our By-Laws, and we have also signed agreements with each of our Directors and some of our officers contractually obligating us to provide this indemnification to them.

As authorized by the New York Business Corporation Law and our By-Laws, we have purchased insurance providing indemnification for Goodrich and its subsidiaries as well as their directors and officers. The insurance is part of a package that includes employment practices, fiduciary and crime insurance coverage.

AUDIT REVIEW COMMITTEE REPORT

The Audit Review Committee is appointed annually by the Board of Directors to assist it in its oversight function by monitoring the integrity of Goodrich s consolidated financial statements, the qualifications and independence of the independent registered public accounting firm, the performance of the internal audit function and independent registered public accounting firm and compliance with legal and regulatory requirements. The Audit Review Committee has the sole authority and responsibility to select, determine the compensation of, evaluate and, when appropriate, replace the independent registered public accounting firm.

Management is responsible for the financial reporting process, including the system of internal controls, for the preparation of consolidated financial statements in accordance with generally accepted accounting principles and for the report on internal control over financial reporting. The independent registered public accounting firm is responsible for auditing those financial statements and expressing an opinion as to their conformity with generally accepted accounting principles. In addition, that firm is responsible for attesting to the effectiveness of Goodrich s internal control over financial reporting.

In this context, the Audit Review Committee has met and held discussions with management and the independent registered public accounting firm. Management represented to the Audit Review Committee that Goodrich s consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Review Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The independent registered public accounting firm discussed with the Audit Review Committee the matters required to be discussed by Statement on Auditing Standards No. 61 *(Communication With Audit Committees).* The Audit Review Committee also reviewed and discussed with management and the independent registered public accounting firm, management s report and the independent registered public accounting firm s report and attestation on internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act.

In addition, the Audit Review Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accountant communications with the Audit Review Committee concerning independence, and discussed with the independent registered public accounting firm its independence from Goodrich and its management. The Audit Review Committee also considered whether the provision of non-audit services to Goodrich is compatible with maintaining the firm s independence. The Audit Review Committee has concluded that the independent registered public accounting firm is independent from Goodrich and its management.

The Audit Review Committee discussed with Goodrich s internal auditors and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Review Committee meets with the internal auditors and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, the evaluations of Goodrich s internal controls, and the overall quality of Goodrich s financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Review Committee recommended to the Board of Directors, and the Board has approved, that the audited financial statements be included in Goodrich s Annual Report on Form 10-K for the year ended December 31, 2008, for filing with the Securities and Exchange Commission. The Audit Review Committee also appointed, subject to shareholder ratification, Goodrich s independent registered public accounting firm for the year 2009.

The Audit Review Committee

Harris E. DeLoach, Jr., Chair
John P. Jumper
Douglas E. Olesen
Alfred M. Rankin, Jr.
A. Thomas Young

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the review and discussion referred to above, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The Compensation Committee

James W. Griffith, Chair
Diane C. Creel
George A. Davidson, Jr.
Lloyd W. Newton
A. Thomas Young

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation Summary

In 2008, our financial performance was very strong and, in fact, was one of our strongest years ever. As discussed below, we achieved between target and maximum performance goals for each of our executive compensation financial metrics: Earnings Before Interest and Taxes, Free Cash Flow and Return on Invested Capital, which are described in more detail below. In 2008, our Earnings Before Interest and Taxes increased 29%, Free Cash Flow increased 61% and Return on Invested Capital increased 20%. Unfortunately, this strong financial performance did not translate into stock performance during 2008. During the macroeconomic downturn and financial crisis of 2008, our stock opened on January 2, 2008 at a price of $70.70 and closed on December 31, 2008 at a price of $37.02, a decline of more than 47%. Nevertheless, we believe that our underlying executive compensation programs continue to be appropriate and effective in motivating and rewarding the behaviors that create long-term shareholder value. 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, should create shareholder value. Our Long-term Incentive Plan provides equity ownership opportunities to our executives and managers. Our practice for determining the amount of shares and/or units granted for non-qualified stock options, restricted stock units and performance units is to use a two-year average stock price. This approach avoids significant changes in grant size when the stock price is extremely volatile. We believe this approach prudently manages the size of management equity grants and continues to provide alignment with shareholders. As a result, we have not made any changes to the design of our executive compensation programs for 2009. Recognizing the uncertainty of the economic environment in 2009, management recommended, and the Committee approved, that there would be no increase in base salary for the named executive officers for 2009, except for the Chief Financial Officer because his base salary was below the market median for the position. Each of these programs and our overall approach to executive compensation is described on the following pages.

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 commitment to our success by providing compensation elements that align the interests of executives with enhancing shareholder value and achieving our long-term strategies. We believe our executive compensation program appropriately balances risk with maximizing long-term shareholder value. In this Compensation Discussion and Analysis, we describe the elements of our executive compensation programs, the rationale for the choices made in developing the programs and the process for compensation design and decisions.

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 five independent directors who are responsible for reviewing our compensation, benefits and stock-based programs and recommending changes to the full Board of Directors. The Committee meets regularly, but 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

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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% of the total direct 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 the economic developments of 2008.

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 base 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 base salary. Below is a bar chart showing the components of the total direct compensation for the named executive officers based on target levels.

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, net income, earnings per share, earnings before interest and taxes, cash flow or its individual components, return on equity, return on invested capital or any other financial metric that will enhance shareholder value when achieved or exceeded. In addition to enhancing shareholder value, the executive compensation programs are also 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 (5 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. Based on this review, the

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Committee determined not to make any changes to the executive compensation program in 2008.

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 compensation issues that arise, Pearl Meyer & Partners provides 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 in 2008.

The Committee has established a group of aerospace peer companies (32 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.

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

* Companies in our Secondary Peer Group

We use the Secondary Peer Group compensation data to benchmark several factors considered in the pay setting process. Annually, including 2008, 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 Secondary Peer Group companies. The determination of individual executive s pay will vary based on their competencies, skills, experience and performance, as well as internal alignment and pay relationships. In 2008, 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 at the Secondary Peer Group companies.

Components of Executive Compensation

The components of our executive compensation program are: annual salary; annual incentive compensation; long-term incentive compensation; benefits; and perquisites. 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.

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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 Secondary Peer Group). 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. Pearl Meyer & Partners analysis includes reviewing the proxy statements of our Secondary Peer Group and broader executive compensation survey data provided by Towers Perrin, Mercer and Hewitt. The Committee evaluates the Secondary Peer Group data as well as survey data trends 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 are also 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 Secondary Peer Group. The Committee recommends to the Board of Directors the base 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. Following the 2008 salary increases awarded to the Chief Executive Officer and the other named executive officers, their salaries were between the 50th and the 75th percentile of the comparable peer group.

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 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 2008, the target bonus for our Chief Executive Officer was 110% of his annual salary. For the other named executive officers in 2008, the target bonus was 75% 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 range of percentages is based on the analysis of the Secondary Peer Group data and the competitive survey data to ensure that our annual incentive compensation remains competitive. The payout percentages are based on the achievement of the financial 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. Based on discussions with our management, the Committee identifies those financial metrics, typically limited to two or three. At the beginning of 2008, the Committee determined that earnings before interest and taxes as well as conversion of earnings into free cash flow are critical goals to achieving our strategic plan, because of the continuing strength of the aerospace and defense cycle. We also used these metrics for the past several years. For the period 2006-2008 the weightings of the earnings before interest and taxes as well as free cash flow were equal at 42.5% each for the Chief Executive Officer and 40.0% 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.

Given the economic developments of 2008, including the credit crisis, the Committee has reviewed the appropriateness of these financial metrics for 2009 and has determined that they remain appropriate. The Committee believes that these two financial metrics are still key 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 2008, was set at 80% of target and the maximum is determined based on superior financial performance, which, for 2008, was set at 120% of target for Earnings Before Interest and Taxes and at 131% 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 2008 are disclosed below.

Chief Executive Officer

		Performance Levels		
Financial Metric	**Percentage**	**Threshold**	**Target**	**Maximum**
Earnings Before Interest and Taxes	42.5%	$ 750.5	$ 938.2	$ 1,125.8
Free Cash Flow*	42.5%	$ 332.3	$ 415.4	$ 544.0
Team and Individual Goals	15.0%			

Other Named Executive Officers

Financial Metric	Percentage	Performance Levels Threshold	Target	Maximum
Earnings Before Interest and Taxes	40%	$ 750.5	$ 938.2	$ 1,125.8
Free Cash Flow*	40%	$ 332.3	$ 415.4	$ 544.0
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 year and the Committee 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 settlement of debt obligations, prior year tax settlements and acquisitions and divestures. The Committee then reports the results to the Board of Directors.

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 2008 annual incentive bonus was $2,173,616 and was based substantially (approximately 85%) on Goodrich s strong 2008 financial performance. 2008 Earnings before Interest and Taxes increased by more than 29% to $241 million and Free Cash Flow increased, from 2007 levels, by more than 61% to $191 million. In addition, Mr. Larsen was recognized for the following:

- achieved significant growth in earnings per share and revenue in 2008;
- successful completion of three targeted, defense-related acquisitions;
- continued to strengthen our talent;
- continued development of global manufacturing strategy;
- completion of Rolls-Royce engine control joint venture;
- exceeded the margin plan; and
- continued the successful implementation of our SAP Enterprise Resource Planning system in several key sites during 2008.

Mr. Kuechle s 2008 annual incentive bonus was $603,994. Mr. Linnert s 2008 annual incentive bonus was $656,515. Mr. Carmola s 2008 annual incentive bonus was $663,081. Ms. Egnotovich s 2008 annual incentive bonus was $663,081. Their 2008 annual incentive bonuses were based substantially (over 80%) on Goodrich s strong 2008

financial performance which is discussed above. In addition, each of the four was recognized as follows:

Mr. Kuechle:

- achieved significant growth in earnings per share and revenue in 2008;
- successful completion of three targeted, defense-related acquisitions;
- maintained full compliance with Sarbanes-Oxley requirements;
- provided leadership on working capital initiatives; and

- continued the successful implementation of our SAP Enterprise Resource Planning system in several key sites during 2008;

Mr. Linnert:

- completion of Rolls-Royce engine control joint venture;
- successful completion of three targeted, defense-related acquisitions;
- 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:

- achieved significant growth in earnings per share and revenue in 2008;
- significantly improved Actuation and Landing Systems segment margins, quality and on-time delivery in 2008; and
- continued to protect and grow aftermarket business in the Actuation and Landing Systems segment;

Ms. Egnotovich:

- achieved significant growth in earnings per share and revenue in 2008;
- maintained strong Nacelle and Interior Systems segment margins and reduced manufacturing and overhead costs in 2008; and
- continued to protect and grow aftermarket business in the Nacelle and Interior Systems segment.

For 2008, the Committee adjusted the financial metric targets and final performance results to include the acquisitions of the TEAC Aerospace Holdings, Inc. and Recon/Optical, Inc. businesses and to exclude the impact of the engine controls joint venture with Rolls-Royce Group plc. In addition, the Committee excluded from the cash flow metric the unplanned pension contributions of $135 million (pre-tax) made during 2008 and the $20 million impact of the financing of the new Mexicali facility. These adjustments are consistent with past practice. After making these adjustments, the Committee recommended an award in the amount discussed above to the Board of Directors for Mr. Larsen and awarded the amounts discussed above for the other named executive officers.

Long-term Incentive Compensation

Our long-term incentive compensation awards are made pursuant to the 2001 Equity Compensation Plan, which was initially approved by shareholders in April 2001 and, as amended and restated, subsequently approved by shareholders in April 2005 and April 2008. The Equity Compensation Plan is administered by the Committee and provides for a variety of equity-based incentive compensation awards such as stock options, restricted stock units, restricted stock and performance units.

In 2004, the Committee changed the approach to providing long-term incentive compensation by adding restricted stock units to the mix of stock options and performance units. At the time, the Committee determined that a stronger emphasis on restricted stock units and less emphasis on stock options was appropriate. The Committee approved the use of restricted stock units in partial replacement of stock options to reduce shareholder dilution and to reduce the number of shares necessary to meet the needs of the plan. The Committee also eliminated the use of incentive stock options and now utilizes non-qualified stock options exclusively. This decision was made to obtain a more beneficial tax treatment for the Company and to streamline

the administration and communication of the stock option grant process. This approach was continued in 2008 because 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 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 provides ongoing value, with stock options and performance unit awards that 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 practices of our Secondary Peer Group. The guidelines are based on salary and level within the Company. The Committee targets the equity grant guidelines at the median of our Secondary Peer Group 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. 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 price on a grant date as the fair market value for our equity grants. We believe this approach is a more appropriate method of determining fair market value than using the closing price which may be more impacted 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 awards 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% annual return on invested capital, 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. 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 50 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 with us 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.

Beginning with the 2008 grant, the following changes were made to the restricted stock unit award agreements:

If during the grant year an early retirement eligible participant (age 55 with five years of service) 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 an early retirement eligible participant terminates employment and the participant (a) is a named executive officer or an officer who reports directly to the chief executive officer and (b) becomes employed by a competitor of the Company during the six-month period following termination of employment, the Committee may cancel any restricted stock units that have not been distributed to the participant.

As we pay dividends, dividend equivalents are paid to each participant who holds restricted stock units. For 2008, return on invested capital exceeded the 8% annual return threshold, which the Committee took into account in making 2009 grants of restricted stock units. For the 2008 grants, the Committee continued its practice of using a two-year average price for our Common Stock to determine the amount of units granted. This approach effectively manages the size of grants and prevents stock price volatility from significantly impacting shares utilized for management grants.

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. The 2001 Equity Compensation Plan provides that stock options may not be granted at less than 100% of fair market value on the grant date and that options may not be repriced.

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 sales 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 are generally granted with a three-year graded vesting schedule, vesting 33.3% 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. However, if the participant (a) is a named executive officer or an officer who reports directly to the Chief Executive Officer of the Company and (b) becomes employed by a competitor of the Company during the six-month period following the participant s termination of employment, the Committee may cancel the unvested options granted to the participant. If a person leaves the Company for reasons other

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than for death, disability or retirement, the unvested stock options are forfeited and any vested options must be exercised within 90 days.

The Committee has established a set of equity grant guidelines based on its review of competitive practices and the practices of our Secondary Peer Group. For the Chief Executive Officer and the other named executive officers, the equity grant level is generally targeted at the median of the reported equity grant levels of our Secondary Peer Group. The Committee retains discretion to adjust these equity grant levels based upon individual and Company performance. As discussed above under the Restricted Stock Units section, the Committee utilizes a two-year average stock price to determine grant size.

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 five award cycles. 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 53 individuals who have significant responsibilities for managing individual business units or have significant influence on our overall results.

		2006-2008 Cycle Performance Levels		
Financial Metric	**Percentage**	**Threshold**	**Target**	**Maximum**
Return on Invested Capital(1)	50%	12.2%	13.5%	15.2%
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 phantom performance shares in a book account for each participant. Each phantom performance share is equivalent to one share of our Common Stock. Throughout the performance period, dividend equivalents are credited to each participant s phantom shares. 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 phantom performance shares to be used in the calculation of the payout will range from 0% to 200% of the total phantom performance share account (including shares 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 phantom shares at the end of the period, the then current price of our Common Stock and the level of achievement of each performance measure. For the 2006-2008 cycle, the payout was 152.6% of target award grants. This payout was, in part, based upon the excellent return on invested capital over the three-year performance cycle. In addition, the relative total shareholder return is measured at the end of each year during the three-year period. Accordingly, the decline in the Company s stock in 2008 impacted the payout for this cycle through

a reduced RTSR and lower stock price at year end which is used to determine the payout amount. As discussed above under the Restricted Stock Units section, the Committee utilizes a two-year average stock price to determine grant size.

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, qualified 401(k) and pension plans and a severance plan. Our executive officers may also participate in other benefit programs including non-qualified 401(k) and pension plans, a supplemental executive retirement plan, and a management continuity agreement that takes effect upon a change-in-control. The perquisites offered to executive officers include an automobile allowance, automobile and umbrella liability insurance, financial counseling and tax preparation, club memberships, annual physical examinations for the executive and spouse, long-distance telephone service for the executive and family and, in certain cases, home security systems and use of our aircraft for personal use. Executives receive a tax gross-up equal to 100% of the amounts paid by us on behalf of the executive with respect to the automobile allowance, automobile and umbrella liability insurance, financial counseling and tax preparation, and club initiation fees. These perquisites are reviewed periodically against our Secondary Peer Group to evaluate competitiveness.

Stock Ownership Guidelines

The Committee approves 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 below. The Committee has determined that stock ownership creates direct economic alignment with shareholders and motivates them 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
- Restricted Stock Shares (after-tax value using 35% tax rate)
- Deferred Performance Shares (after-tax value using 35% tax rate)

We have historically required our senior managers to own a multiple of salary in our stock. In 2006, the Committee requested that management review the ownership guidelines for comparability with those of our peers. In addition to input from Pearl Meyer & Partners, we benchmarked our Secondary Peer Group to analyze their practices related to stock ownership guidelines. The Committee reviewed and changed our guidelines in 2006 to establish a five-level, fixed share ownership guideline structure. Based on the trends found in our Secondary Peer Group, we increased our guidelines. These guidelines represent approximately 5 times salary for the Chief Executive Officer and 3.5 times salary for the other named executive officers.

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

General Manager (sales>$250 million)	14,000 Shares
Corporate VP	14,000/7,000 Shares
General Manager (sales<$250 million)	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 vested restricted stock or restricted stock unit grants until the guidelines are satisfied.

Impact of Regulatory Requirements on 2008 Compensation

Various income tax, accounting and other regulatory requirements are considered in awards of executive compensation to named executive officers and other executives. Of particular note is the deduction limitation imposed by Section 162(m) of the Code, as more specifically described in the following paragraph. In addition, the design of our executive compensation programs considered the non-deductibility of excess parachute tax payments under Section 280G of the Code (and the related excise tax imposed by Section 4999). Additionally, consideration was given to the special rules applicable to non-qualified deferred compensation arrangements under Section 409A of the Code and the accounting treatment of various types of equity-based and cash compensation under Financial Accounting Statement 123(R), as well as the overall income tax rules applicable to various forms of compensation. While an objective was to compensate executives in a manner that produced favorable tax and accounting treatment, the main goal was to develop fair and equitable compensation arrangements that appropriately incent, reward and retain valued executives.

Tax Deductibility of Compensation

Section 162(m) of the Code generally disallows a tax deduction to public companies for 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. 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 2008, substantially all of our annual incentive compensation paid to our named executive officers satisfied Section 162(m).

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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 year ended December 31, 2008. We have not entered into employment agreements with any of the named executive officers, other than the management continuity agreements described starting on page 43 of this Proxy Statement.

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, 2008. Amounts listed under column (g), Non-Equity Incentive Plan Compensation , were determined by the Compensation Committee at its February 16, 2009 meeting.

nd Principal Position(a)	Year (b)	Salary ($)(c)	Stock Awards ($)(e)(1)	Option Awards ($)(f)(2)	Non-Equity Incentive Plan Compensation ($)(g)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($)(h)(3)	All Other Compensation ($)(i)(4)	To ($)
Marshall	2008	1,100,000	2,314,707	2,241,750	2,173,616	2,773,486	193,549	10,7
n, President and	2007	1,030,000	5,184,420	2,080,687	1,782,415	2,093,256	206,318	12,3
xecutive Officer	2006	970,000	5,534,371	2,462,015	1,391,345	2,848,013	192,496	13,3
, Scott	2008	460,000	224,647	319,509	603,994	449,205	103,440	2,1
ve Vice President,	2007	420,000	1,045,899	757,334	422,311	232,258	111,718	2,9
nancial Officer	2006	370,000	457,976	146,221	311,323	253,373	58,522	1,5
Terrence	2008	500,000	611,399	565,775	656,515	786,233	116,432	3,2
ve Vice President,	2007	487,000	1,600,411	686,006	536,818	728,521	688,111	4,7
stration and General	2006	475,000	1,733,521	752,742	448,415	721,696	89,845	4,2
, John	2008	505,000	423,011	413,542	663,081	510,573	91,355	2,6
esident and Segment	2007	485,000	1,713,927	854,595	540,918	336,351	617,984	4,5
t, Actuation and Landing	2006	460,000	919,302	265,768	425,484	310,459	101,874	2,4
ich, Cynthia(5)	2008	505,000	297,068	388,633	663,081	563,625	82,150	2,4
esident and								
t President,								
s and								
Systems								

The table above shows Stock Award and Option Award values based on Statement of Financial Accounting Standard 123(R). SFAS 123(R) expense includes portions of the 2004, 2005, 2006, 2007 and 2008 grants that are amortized over the period that they are earned. Prior to the 2008 grant, the compensation related to restricted stock units and stock option units granted to retirement eligible individuals is amortized from the date the grants

are approved until the date the grants are awarded since no future substantive service is required. Therefore, the 2006 amounts for Messrs. Larsen and Linnert, for stock option awards and restricted stock unit awards shows the full SFAS 123(R) compensation expense of the 2006 and 2007 awards because the 2007 grants were approved at the end of 2006. Beginning with the 2008 grant, a one year required service period was added, whereby individuals who are retirement eligible and retire during the grant year will have their awards prorated based on their length of service during the year. Therefore, compensation expense is recorded ratably over the grant year.

(1) This number consists of (i) the grant date fair value under SFAS 123(R) of the restricted stock units earned during the covered year and (ii) compensation expense comprised of three performance unit award cycles being earned by the executive during the covered year. Fifty percent of the fair value under SFAS 123(R) is determined by stock price and performance during the cycle, and the remaining fifty percent is determined by a Monte Carlo simulation.

(2) The estimated value of the stock options 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 SFAS 123(R) reporting during 2006 and 2007. The estimated value 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 are as follows:

	2005 Awards	2006 Awards	2007 Awards	2008 Awards
Risk Free Interest Rate	4.0%	4.3%	4.5%	3.3%
Dividend Yield	2.6%	2.0%	1.7%	1.3%
Volatility Factor	40.6%	36.1%	34.6%	31.2%
Wt. Avg. Expected Life	7 Years	5.5 Years	5.5 Years	5.6 Years

We used a Monte Carlo simulation to value the 2007 special equity grant with a derived life of 1.5 years. The 2007 special equity grant vested in 2007 and, therefore, all associated expense was recognized in 2007 under column (f). The above estimates do not reflect any adjustments for risk of forfeiture or restrictions on transferability. The assumptions used in the valuation are based upon experience, and are not a forecast of future stock price or volatility, or of future dividend policy. The values for the 2007 Awards column were updated as of the grant date.

(3) The amount shown in Change in Pension Value and Non-qualified Deferred Compensation Earnings consists of the increase in the present value of accrued pension benefits under the plans shown in the Pension 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 SFAS 158 disclosure; namely a discount rate of 6.47% and the RP-2000 mortality table, reflecting mortality improvements for 15 years. The change in pension value is calculated as the difference between the December 31, 2007 value and the December 31, 2008 value (as shown in the Pension 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 Due to Additional Service ($)	Increase Due to Change in Final Average Earnings ($)	Increase Due to Decrease in Discount Period ($)	Increase Due to Change in Assumptions ($)	Total Change in Value ($)
M. Larsen	(5,135)	2,103,628	875,380	(200,387)	2,773,486
S. Kuechle	88,013	319,584	93,044	(51,436)	449,205
T. Linnert	322,599	364,542	241,970	(142,878)	786,233
J. Carmola	170,215	270,743	126,554	(56,939)	510,573
C. Egnotovich	114,238	370,503	156,861	(77,977)	563,625

(4) This number is the sum of one or more of the following items (i) auto allowance, (ii) auto maintenance and liability insurance, (iii) life insurance, (iv) financial counseling and tax preparation, (v) tax-gross up on items (i)-(iv), (vi) club membership dues, (vii) annual physicals, (viii) use of Company aircraft for personal travel, (ix) long distance telephone service for executives and family, (x) 401(k) matching contribution by the Company to its defined contribution plan, (xi) matching contributions by the Company to the savings restoration plan, (xii) home security, and (xiii) FAS 123R value on the Company s employee stock purchase plan.

For 2008, the amounts for the named executive officers included:

	Larsen	**Kuechle**	**Linnert**	**Carmola**	**Egnotovich**
Auto Allowance	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,000
Auto Maintenance and Liability Insurance	3,848	5,281	4,716	4,505	4,149
Life Insurance	1,364	1,364	1,364	1,364	1,364
Financial Counseling and Tax Preparation	12,000	9,000	17,125	6,000	3,000
Tax-Gross Up	32,212	30,645	38,206	26,870	23,514
Club Membership	17,694	8,300	6,902	5,327	5,328
Annual Physicals	334	0	1,646	859	0
Airplane Use	31,989	0	0	0	2,645
Long Distance Telephone Service	66	66	66	66	66
401(k) Match	6,900	6,900	6,900	6,900	6,900
SBRP Match	71,806	19,542	24,195	24,464	18,591
Home Security	336	0	312	0	0
FAS 123R Value on the Employee Stock Purchase Plan	0	7,342	0	0	1,593
	$ 193,549	$ 103,440	$ 116,432	$ 91,355	$ 82,150

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.

(5) Compensation is not reported for Ms. Egnotovich for 2006 and 2007 because she was not a named executive officer for those years.

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Grants of Plan-Based Awards

Grants of Plan-Based Awards Table

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards # of Share of Stock or Units	All Other Options Awards # of Securities Under-lying Options	Exercise or Base Price of option Awards
Grant Date (b)	Date Approved	Threshold ($)(c)	Target ($)(d)	Maximum ($)(e)	Threshold (#)(f)	Target (#)(g)	Maximum (#)(h)	(#)(i)	(#)(j)	($/Sh)(k)
1/2/08	12/11/07	0	1,210,000	2,420,000	0	24,000	48,000			
1/2/08	12/11/07							32,000		
1/2/08	12/11/07								105,000	69.865
1/2/08	12/11/07	0	345,000	690,000	0	6,000	12,000			
1/2/08	12/11/07							7,500		
1/2/08	12/11/07								25,000	69.865
1/2/08	12/11/07	0	375,000	750,000	0	6,500	13,000			
1/2/08	12/11/07							8,500		
1/2/08	12/11/07								26,500	69.865
1/2/08	12/11/07	0	378,750	757,500	0	7,000	14,000			
1/2/08	12/11/07							9,000		
1/2/08	12/11/07								28,000	69.865
1/2/08	12/11/07	0	378,750	757,500	0	7,000	14,000			
1/2/08	12/11/07							9,000		
1/2/08	12/11/07								28,000	69.865

Exercise Price

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. The closing price of our Common Stock on the New York Stock Exchange on the grant date was $69.13.

Estimated Future Payouts Non-equity Plans

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.

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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 2008.

Estimated Future Payouts Equity Plans Performance Unit Awards

The estimated future payouts under equity incentive plan awards relates to the 2008-2010 performance unit awards made in 2008 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 2008-2010 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. For information on the actual 2008 financial metrics, see page 31 of the Compensation Discussion and Analysis.

Estimated Future Payouts Equity Plans Restricted Stock Unit Awards

The shares of stock for the named executive officers represents the value as of the date of the grant of restricted stock unit awards granted on January 2, 2008. 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 starting on page 29. Dividends or dividend equivalents are paid on all restricted stock units awards.

Estimated Future Payouts Equity Plans Stock Option Grants

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 2, 2008, the date of the grant, have a 10-year term and vest in equal installments over a three-year period.

Outstanding Equity Awards at Fiscal Year-End

	Options Awards	**Stock Awards**		
	Equity Incentive Plan Awards:	**Market**	**Equity Incentive Plan Awards: # of**	**Equity Incentive Plan Awards: Market or Payout Value or**

Name(a)	# of Securities Underlying Unexercised Options (#) Exercisable (b)	# of Securities Underlying Unexercised Options (#) Unexercisable (c)	# of Securities Underlying Unexercised Unearned Options (#)(d)	Options Exercise Price ($)(e)	Option Expiration Date (f)	# of Shares or Units of Stock That Have Not Vested (#)(g)	Value of Shares or Units of Stock That Have Not Vested ($)(h)	Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Unearned Shares, Units or Other Rights That Have Not Vested ($)(j)
Larsen, M.	63,836(5)			25.101	1/1/2012				
Larsen, M.	94,670(6)			18.76	1/2/2013				
Larsen, M.	150,000(10)			45.87	1/3/2014				
Larsen, M.	82,950(7)			30.53	2/16/2014				
Larsen, M.	80,000(8)			32.43	1/2/2015				

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	Options Awards					Stock Awards			
me(a)	# of Securities Underlying Unexercised Options (#) Exercisable (b)	# of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: # of Securities Underlying Unexercised Unearned Options (#)(d)	Options Exercise Price ($)(e)	Option Expiration Date (f)	# of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested ($)(h)	Equity Incentive Plan Awards: # of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Equity Incentive Plan Awards: Market or Payou Value or Unearne Shares, Units or Other Rights That Have No Vested ($)(j)
sen, M.	50,800(9)			40.405	1/3/2016				
sen, M.	18,500(11)			45.87	1/3/2017				
sen, M.		25,400(9)		40.405	1/3/2016				
sen, M.		37,000(11)		45.87	1/3/2017				
sen, M.		105,000(12)		69.865	1/2/2018				
sen, M.						9,213(13)	338,762		
sen, M.						17,750(14)	652,668		
sen, M.						33,800(15)	1,242,826		
sen, M.						24,000(16)	882,480		
sen, M.						32,000(17)	1,176,640		
sen, M.								18,800(18)	1,382,5
sen, M.								24,000(19)	1,764,9
echle, S.	50,000(10)			45.87	1/3/2014				
echle, S.	7,800(7)			30.53	2/16/2014				
echle, S.	10,000(8)			32.43	1/2/2015				
echle, S.	11,666(9)			40.405	1/3/2016				
echle, S.	4,133(11)			45.87	1/3/2017				
echle, S.		5,834(9)		40.405	1/3/2016				
echle, S.		8,267(11)		45.87	1/3/2017				
echle, S.		25,000(12)		69.865	1/2/2018				
echle, S.						875(13)	32,174		
echle, S.						2,500(14)	91,925		
echle, S.						7,800(15)	286,806		
echle, S.						5,600(16)	205,912		
echle, S.						7,500(17)	275,775		
echle, S.								4,100(18)	301,5
echle, S.								6,000(19)	441,2

nert, T.	3,923(1)		25.4881	1/2/2010				
nert, T.	2,924(3)		34.2036	1/1/2011				
nert, T.	3,984(5)		25.101	1/1/2012				
nert, T.	32,535(5)		25.101	1/1/2012				
nert, T.	5,330(6)		18.76	1/2/2013				
nert, T.	20,000(6)		18.76	1/2/2013				
nert, T.	50,000(10)		45.87	1/3/2014				
nert, T.	27,750(7)		30.53	2/16/2014				
nert, T.	25,000(8)		32.43	1/2/2015				
nert, T.	15,333(9)		40.405	1/3/2016				
nert, T.	5,500(11)		45.87	1/3/2017				
nert, T.		7,667(9)	40.405	1/3/2016				
nert, T.		11,000(11)	45.87	1/3/2017				
nert, T.		26,500(12)	69.865	1/2/2018				
nert, T.					3,088(13)	113,546		
nert, T.					5,500(14)	202,235		
nert, T.					10,000(15)	367,700		
nert, T.					7,100(16)	261,067		
nert, T.					8,500(17)	312,545		
nert, T.							6,000(18)	441,2
nert, T.							6,500(19)	478,0

	Options Awards					Stock Awards			
me(a)	# of Securities Underlying Unexercised Options (#) Exercisable (b)	# of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: # of Securities Underlying Unexercised Unearned Options (#)(d)	Options Exercise Price ($)(e)	Option Expiration Date (f)	# of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested ($)(h)	Equity Incentive Plan Awards: # of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Equity Incentiv Plan Awards Market or Payout Value o Unearne Shares, Units o Other Rights That Have No Vested ($)(j)
rmola, J.	1,621(3)			34.2036	1/1/2011				
rmola, J.	1,203(4)			37.0142	4/16/2011				
rmola, J.	50,000(10)			45.87	1/3/2014				
rmola, J.	22,200(8)			32.43	1/2/2015				
rmola, J.	15,666(9)			40.405	1/3/2016				
rmola, J.	5,500(11)			45.87	1/3/2017				
rmola, J.		7,834(9)		40.405	1/3/2016				
rmola, J.		11,000(11)		45.87	1/3/2017				
rmola, J.		28,000(12)		69.865	1/2/2018				
rmola, J.						2,220(13)	81,629		
rmola, J.						4,925(14)	181,092		
rmola, J.						10,500(15)	386,085		
rmola, J.						7,100(16)	261,067		
rmola, J.						9,000(17)	330,930		
rmola, J.								6,000(18)	441,24
rmola, J.								7,000(19)	514,78
notovich, C.	522(2)			25.4881	2/21/2010				
notovich, C.	682(3)			34.2036	1/1/2011				
notovich, C.	7,028(4)			37.0142	4/16/2011				
notovich, C.	2,070(4)			37.0142	4/16/2011				
notovich, C.	3,319(5)			25.101	1/1/2012				
notovich, C.	1(6)			18.76	1/2/2013				
notovich, C.	10,669(6)			18.76	1/2/2013				
notovich, C.	50,000(10)			45.87	1/3/2014				
notovich, C.	20,000(8)			32.43	1/2/2015				

notovich, C.	15,666(9)		40.405	1/3/2016				
notovich, C.	5,500(11)		45.87	1/3/2017				
notovich, C.		7,834(9)	40.405	1/3/2016				
notovich, C.		11,000(11)	45.87	1/3/2017				
notovich, C.		28,000(12)	69.865	1/2/2018				
notovich, C.					2,220(13)	81,629		
notovich, C.					4,450(14)	163,627		
notovich, C.					10,500(15)	386,085		
notovich, C.					7,100(16)	261,067		
notovich, C.					9,000(17)	330,930		
notovich, C. .							6,000(18)	441,24
notovich, C.							7,000(19)	514,78

(1) The vesting date for the 1/3/00 grant is 1/3/00.

(2) The vesting date for the 2/22/00 grant is 2/22/01, 2/22/02, 2/22/03.

(3) The vesting date for the 1/2/01 grant is 1/2/01.

(4) The vesting date for the 4/17/01 grant is 4/17/01.

(5) The vesting date for the 1/2/02 grant is 1/2/02.

(6) The vesting date for the 1/2/03 grant is 1/2/03.

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

(8) The vesting date for the 1/3/05 grant is 1/3/06, 1/3/07, 1/3/08.

(9) The vesting date for the 1/3/06 grant is 1/3/07, 1/3/08, 1/3/09.

(10) The vesting date for the special grant on 1/3/07 was 9/18/07.

(11) The vesting date for the 1/3/07 grant is 1/3/08, 1/3/09, 1/3/10.

(12) The vesting date for the 1/2/08 grant is 1/2/09, 1/2/10, 1/2/11.

(13) The vesting date for the 2/17/04 grant is 2/17/07, 2/17/08, 2/17/09.

(14) The vesting date for the 1/3/05 grant is 1/3/08, 1/3/09, 1/3/10.

(15) The vesting date for the 1/3/06 grant is 1/3/09, 1/3/10, 1/3/11.

(16) The vesting date for the 1/3/07 grant is 1/3/10, 1/3/11, 1/3/12.

(17) The vesting date for the 1/2/08 grant is 1/2/11, 1/2/12, 1/2/13.

(18) The vesting date for the 1/3/07 grant is 12/31/09.

(19) The vesting date for the 1/3/08 grant is 12/31/10.

The fair market value for the amounts listed under column (h) is based on $36.77, which was the average of the high and low sales price on December 31, 2008.

The 2008-2010 and 2009-2011 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, 2008.

Option Exercises and Stock Vested

	Option Awards		**Stock Awards**	
Name(a)	**Number of Shares Acquired on Exercise (#)(b)**	**Value Realized on Exercise ($)(c)**	**Number of Shares Acquired on Vesting (#)(d)**	**Value Realized on Vesting ($)(e)**
M. Larsen	64,896	2,036,685	26,962	1,802,165
S. Kuechle			3,375	227,671
T. Linnert	43,929	1,707,276	8,587	572,816
J. Carmola			7,143	479,111
C. Egnotovich			6,668	446,146

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 SFAS 158 pension disclosure, as of December 31, 2008, described in the pension footnote disclosure of our Form 10-K for 2008; namely, a discount rate of 6.47%, and the RP-2000 mortality table,

reflecting mortality improvements for 15 years. 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 (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 consists 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% x final average earnings x service + 0.45% x (final average earnings in excess of Covered Compensation) x (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% x final average earnings x 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

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execute our strategic plans. The caps on supplemental plan service will limit the benefit that long service executives can receive.

Because Messrs. Larsen and Linnert are over age 55 with more than five years of service, each is currently eligible for early retirement. If either of them elected early retirement, benefits would be reduced as described above.

Impact of Internal Revenue Code

Section 409A, added to the Code in October 2004, has significantly complicated the manner and timing of distributions from the non-qualified plans.

For the portion of the benefit accrued and vested prior to January 1, 2005, which has been grandfathered and thus not subject to Section 409A, the executive may elect to receive the benefit either (a) as an annuity in the same form and at the same time as the pension plan annuity or (b) as a single lump sum payment paid approximately 90 days following commencement of the pension plan annuity.

For benefits accrued after December 31, 2004, and thus, subject to Section 409A, if the executive leaves the Company prior to age 55, this portion of the executive s accrued benefit will be paid as a single lump sum payment at least six months following separation from service. If the executive leaves the Company at age 55 or later, the executive will receive this portion of the executive s accrued benefit either (a) as a monthly annuity commencing at least six months following separation from service or (b) as a single lump sum payment paid at least six months following separation from service in accordance with the executive s timely election.

PENSION BENEFITS

Name(a)	Plan Name (b)	Number of Years of Benefit Service (c)	Present Value of Accumulated Benefits (d)	Payments During 2008 (e)
M. Larsen	Employees Pension Plan	31.46	$ 1,025,202	
	Pension Benefit Restoration Plan	31.46	$ 12,937,750	
	Supplemental Executive Retirement Plan	3.54	$ 1,589,252	
S. Kuechle	Employees Pension Plan	25.42	$ 394,992	
	Pension Benefit Restoration Plan	25.42	$ 1,003,620	
	Supplemental Executive Retirement Plan	3.39	$ 197,464	
T. Linnert	Employees Pension Plan	11.16	$ 398,665	
	Pension Benefit Restoration Plan	11.16	$ 1,603,726	
	Supplemental Executive Retirement Plan	11.16	$ 2,061,789	
J. Carmola	Employees Pension Plan	12.65	$ 256,201	
	Pension Benefit Restoration Plan	12.65	$ 997,465	
	Supplemental Executive Retirement Plan	8.75	$ 901,358	
C. Egnotovich	Employees Pension Plan	24.00	$ 456,424	
	Pension Benefit Restoration Plan	24.00	$ 1,632,866	
	Supplemental Executive Retirement Plan	6.71	$ 605,258	

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

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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 (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.

As described earlier, Section 409A has changed the timing of distribution elections and distributions. Those same rules apply to distributions made to the named executive officers from the savings restoration plan. Distributions are made based upon separation from service with the Company. 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 five, 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.

Non-qualified Deferred Compensation

Name(a)	Executive Contributions in 2008 ($)(b)	Company Contributions in 2008 ($)(c)	Aggregate Earnings (Losses) in 2008 ($)(d)	Aggregate Withdrawals/ Distributions in 2008 ($)(e)	Aggregate Balance as of 12/31/08 ($)(f)
M. Larsen	164,757	71,806	(937,384)		1,604,829
S. Kuechle	45,908	19,542	(175,203)		312,212
T. Linnert	130,493	24,195	(583,902)		1,045,297
J. Carmola	77,864	24,464	(224,453)		892,203
C. Egnotovich	30,258	18,591	(138,778)		398,191

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. They generally provide for a two-year period of employment commencing upon a 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.

If we or a successor terminate the individual s employment during the two-year employment period for reasons other than cause or the individual voluntarily terminates employment for a good reason each named executive officer would be entitled to:

- A lump sum cash payment within five business days equal to three times the individual s base salary in effect immediately prior to termination;

- A lump sum cash payment within five business days equal to three times the greater of (i) the individual s most recent annual bonus or (ii) the individual s target incentive amount under our Management Incentive Plan;

- If the individual is under age 55 or over age 55 but not eligible to retire or not eligible for Company subsidized health and welfare benefits, then continuation of all health and welfare benefit plans and programs for three years;

- If the individual is over age 55 and eligible to retire and eligible for Company subsidized retiree health and welfare benefits, then provided with the health and welfare benefits to which the individual would be entitled to under the Company s general retirement policies, with the Company paying the same percentage of the capped premium cost of the plans as it would pay for retiree health subsidy-eligible employees, who retire at age 65, regardless of the individual s actual age at his or her date of termination of employment, provided such benefits are at least equal to those benefits which would have been payable if the individual had been eligible to retire and had retired prior to the change-in-control. Such benefit will be paid for the individual s lifetime;

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

- In addition to the benefits to which the individual is entitled under the defined benefit retirement plans or programs in which he or she participates, a lump sum cash payment at retirement in an amount equal to the actuarial equivalent of the retirement pension to which the individual would have been entitled under the terms of such retirement plans or programs had the individual 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 (i) the individual s most recent annual bonus or (ii) the individual s target incentive amount under our Management Incentive Plan) under such plans;

- In addition to the benefits to which the individual is entitled under the defined contribution retirement plans or programs in which he or she participates, a lump sum cash payment within five business days in an amount equal to three times the greater of (i) the value of the Company matching contributions, if any, and discretionary contributions, if any, which were credited to the individual s accounts under such plans during the

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most recently completed plan year ending on or before the date of the change-in-control or (ii) the value of the Company 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; and

A tax gross-up for any excise tax due under the Code for these types of arrangements.

Generally, good reason means, during the two-year employment period and without the executive s consent, there is (a) any material reduction in the duties, authority or responsibilities of the executive or the executive s direct reports or (b) any material breach by the Company of its obligations under the agreement.

Under the management continuity agreements, each named executive officer would be entitled to receive the following estimated benefits if terminated during the two year employment period following a change-in-control for reasons other than cause or if the individual voluntarily terminates employment for a good reason. These are estimated amounts only and may not reflect the actual amounts that would be paid to the named executive officers. The table reflects the amount that could be payable under the management continuity agreements assuming that the triggering event occurred on December 31, 2008 and that the value of our stock is $37.02 (the closing price on December 31, 2008).

Performance Unit Award Agreements

In the event a change-in-control occurs, the individual 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 individual s employment is terminated for other than cause after a change-in-control, the individual would receive the full value of his or her award calculated as the higher of target value of the award or the unit value of the most recent payout of performance units, offset by the earlier payout upon change-in-control. This double trigger approach requires both a change-in-control and termination of employment for the individual to receive the full value of the award.

Estimated Current Value of Change-in-Control Benefits under Management Continuity Agreements and Equity Award Agreements

			Benefits				**Excise Tax**	
ame	**Severance Amount (1)**	**Performance Units (2)**	**Perquisites Enhancemen (3)**	**Savings Plan Enhancement (4)**	**Equity Acceleration (5)**	**Pension Enhancement (6)**	**and Gross-Up (7)**	**Total**
. Larsen	$ 8,647,245	$ 1,499,423	$ 14,725	$ 236,118	$ 0	$ 1,726,840	$	$ 12,124,35
Kuechle	$ 2,646,933	$ 680,128	$ 134,669	$ 79,326	$ 898,661	$ 1,707,067	$ 2,387,054	$ 8,533,83
Linnert	$ 3,110,454	$ 426,482	$ 75,214	$ 93,285	$ 0	$ 1,064,327	$	$ 4,769,76
Carmola	$ 3,137,754	$ 875,412	$ 134,906	$ 94,092	$ 1,249,240	$ 2,523,016	$ 2,723,040	$ 10,737,46
Egnotovich	$ 3,076,509	$ 875,412	$ 116,322	$ 76,473	$ 1,231,655	$ 1,710,093	$ 2,459,968	$ 9,546,43

(1) This amount represents three times the executive officers (i) 2008 annual base pay and (ii) payments made under the Management Incentive Plan for 2007.

(2) This amount represents only payouts for Performance Units for the 2007-2009 and 2008-2010 cycles which would otherwise not be payable upon termination or retirement without a change-in-control. Therefore, not included are the amounts of $1,382,702 and $415,260 for Messrs. Larsen and Linnert, respectively, to which they would be entitled without a change-in-control event.

(3) This amount represents the value of the following items for a three-year period after a change-in-control: (i) health and welfare benefits (ii) costs for annual physicals and (iii) tax and financial planning and an income tax gross up on this benefit equal to 100% of the value of the tax and financial planning services. Instead of three years of continuing active employee medical coverage which the non-retirement eligible executives would receive, Messrs. Larsen and Linnert would be eligible for retiree medical coverage except that they would pay a lower contribution toward this coverage until age 65 than they would pay in the absence of a change-in-control. Also, Mr. Larsen would receive the annual physical and financial planning benefits for five years following retirement without a change-in-control, so there is no extra value for these benefits upon a change-in-control. Mr. Linnert would receive one year of these benefits upon retirement without a change-in-control, so the extra value upon a change-in-control is for two additional years of these benefits.

(4) This amount represents a cash payment in an amount equal to the value of the Company matching contributions and discretionary contributions to which the individual would have been entitled had the individual continued to work for the Company for three additional years.

(5) This amount includes the vesting of unvested stock options and restricted stock units. This amount does not include the $4,322,566 and $1,265,640 for restricted stock units for Messrs. Larsen and Linnert, respectively, to which they would be entitled without a change-in-control event as each is retirement eligible.

(6) This amount represents the present value of an additional three years of service and age under the pension plans.

(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 December 31, 2008 change-in-control, 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 Program

The Goodrich Corporation Severance Program offers severance to eligible employees who terminate employment with the Company for reasons other than resignation, 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, 2008, each named executive officer would have received severance equal to the maximum of fifty-two weeks of salary as listed for 2008 of column (c) of the Summary Compensation Table.

Long-term Incentive Compensation

The Goodrich Corporation 2001 Equity Compensation Plan treats all participants as follows in determining benefits payable upon retirement, death or disability.

Stock Options

If the participant is eligible for retirement at the normal retirement age (age 65) or later under the Company s pension plan (or would be eligible for normal retirement if a participant in such plan), then all unvested options will vest immediately upon such termination. If the participant is eligible for early retirement (age 55 with five years of service)

under the Company s pension plan (or would be eligible for early retirement if a participant in such plan) but has not reached age 65, then all unvested options shall continue to vest in accordance with the vesting schedule as provided in the award agreement; however, the Committee may cancel the unvested options granted to certain participants as described on page 30. 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 exercise period for post 2003 awards is based on the earlier of the date which is five years after the date of termination or the expiration date as provided in the award agreement.

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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 starting on page 29.

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 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 and Linnert are currently eligible for early retirement. Since Messrs. Kuechle and Carmola 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, 2008.

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, and their spouses, are entitled to receive an annual physical during the 12-month period following such termination. For 2008, the actual benefit for Messrs. Larsen and Linnert is $334 and $1,646 respectively.

Umbrella Liability Coverage

The Chief Executive Officer will receive $10 million of umbrella liability coverage for five years following such termination. Each of the other named executive officers will receive $10 million of umbrella liability coverage until the end of the year following the year in which the named executive officer terminates employment. The benefit for Messrs. Larsen and Linnert is valued at $1,364 each per year.

Long-Distance Telephone Service

The Chief Executive Officer will have the use of an 800 long distance telephone service for five years following such termination. Each of the other named executive officers will have the use of an 800 long distance telephone service for 12 months following such termination. The benefit for Messrs. Larsen and Linnert is valued at approximately $66 each per year.

Financial Counseling/Income Tax Preparation

Each named executive officer 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 Mr. Linnert is up to $16,000 and for Mr. Larsen up to $90,000.

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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, 2008.

Name	Annual Non-qualified Pension Benefits Payable Upon Termination ($)(1)	Lump Sum Value of Non-qualified Pension benefits ($)(2)
M. Larsen	1,275,475	17,317,830
S. Kuechle	227,508	2,994,776
T. Linnert	316,170	4,146,111
J. Carmola	278,436	3,665,156
C. Egnotovich	357,345	4,703,866

(1) Amounts shown for Messrs. Larsen 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 Carmola and Ms. Egnotovich 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 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 Carmola and Ms. Egnotovich 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.

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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, 2009.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)(3)	Percent of Class(4)
John J. Carmola	152,146	*
Diane C. Creel	8,401	*
George A. Davidson, Jr.	12,128	*
Harris E. DeLoach, Jr.	23,896	*
Cynthia M. Egnotovich	195,732	*
James W. Griffith	3,322	*
William R. Holland	15,361	*
John P. Jumper	0	*
Scott E. Kuechle	136,545	*
Marshall O. Larsen	719,194	*
Terrence G. Linnert	261,067	*
Lloyd W. Newton	0	*
Douglas E. Olesen	15,612	*
Alfred M. Rankin, Jr.	10,265	*
A. Thomas Young	27,950	*
Directors and executive officers as a Group(19)	1,985,223	1.6%

* 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, 118,857 shares; Ms. Egnotovich, 138,124 shares; Mr. Kuechle, 101,899 shares; Mr. Larsen, 619,656 shares; Mr. Linnert, 214,279 shares; and all executive officers as a group, 1,536,802 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, 8,195 shares; Mr. Davidson, 6,928 shares; Mr. DeLoach, 22,896 shares; Mr. Griffith, 2,122 shares; Mr. Holland, 5,004 shares; Mr. Olesen, 14,518 shares; Mr. Rankin, 9,265 shares; Mr. Young, 26,950 shares; and all Directors as a group 95,879 shares.

(2) Excludes restricted stock units as to which the executive officers have no voting or investment power as follows: Mr. Carmola, 35,033 units; Ms. Egnotovich, 25,795 units; Mr. Kuechle, 19,125 units; Mr. Larsen, 122,988 units; Mr. Linnert, 26,438 units; and all executive officers as a group, 315,129 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. Creel, 19,510 shares; Mr. Davidson, 22,587 shares; Mr. DeLoach, 13,637 shares; Mr. Griffith, 11,798 shares, Mr. Holland, 17,036 shares; Gen. Jumper, 4,304 shares; Gen. Newton, 2,935 shares; Mr. Olesen, 20,500 shares; Mr. Rankin, 12,817 shares; Mr. Young, 21,447 shares; and all Directors as a group, 146,569 shares.

(3) 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 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 15,893 shares and all Directors and executive officers as a group have shared voting and investment power with respect to 32,227 shares.

(4) Applicable percentage ownership is based on 123,766,344 shares of Common Stock outstanding at January 31, 2009 (excluding 14,000,000 shares held by a wholly owned subsidiary).

BENEFICIAL OWNERSHIP OF SECURITIES

The following table contains information known to us with respect to persons who are the beneficial owner of more than 5% of our Common Stock as of January 31, 2009.

Name and Address of Beneficial Owner	Amount	Percent of Class(1)
Barclays Global Investors, NA and related companies(2) 400 Howard Street San Francisco, California 94105	8,435,642	6.82%
Vanguard Group, Inc.(3) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	6,186,753	5.0%

(1) Applicable percentage ownership is based on 123,766,344 shares of Common Stock outstanding at January 31, 2009 (excluding 14,000,000 shares held by a wholly owned subsidiary).

(2) This information is based on a Schedule 13G filed with the SEC on February 5, 2009 by Barclays Global Investors, N.A., Barclays Global Fund Advisors, 400 Howard Street, San Francisco, California 94105, Barclays Global Investors Ltd., Murray House, 1 Royal Mint Court, London, England EC3N 4HH; Barclay Global Investors Japan Limited, Ebisu Prime Square Tower 8th Floor, 1-1-39 Hiroo Shibuya-Ku Tokyo 150-8402 Japan; Barclays Global Investors Canada Limited, Brookfield Place 161 Bay Street, Suite 2500, P.O. Box 614 Toronto, Canada Ontario M5J 2s1; Barclays Global Investors Australia Limited, Level 43, Grosvenor Place, 225 George Street, P.O. Box N43 Sydney, Australia NSW 1220; and Barclays Global Investors (Deutschland) AG, Apianstrasse 6, D-85774, Unterfohring, Germany. The above described persons reported voting and dispositive power as of December 31, 2008 as follows: (a) Barclays Global Investors, N.A. reported beneficial ownership of 5,707,092 shares and sole voting power of 4,610,929 and sole dispositive power as to 5,707,092 shares; (b) Barclays Global Fund Advisors reported beneficial ownership of 1,516,232 shares and sole voting power of 1,508,512 shares and sole dispositive power as to 1,516,232 shares; (c) Barclays Global Investors, Ltd. reported beneficial ownership of 623,831 shares and sole voting power of 514,435 shares and sole dispositive power as to 623,831 shares; (d) Barclays Global Investors Japan Limited reported sole voting and dispositive power of 423,666 shares; (e) Barclays Global Investors Canada Limited reported sole voting and dispositive power of 156,048 shares; (f) Barclays Global Investors Australia Limited reported sole voting and dispositive power of 8,773 shares; and (g) Barclays Global Investors (Deutschland) AG did not report voting or dispositive power to any shares.

(3) This information is based on a Schedule 13G filed with the SEC on February 13, 2009 by Vanguard Group, Inc., in which it reported sole voting power as of December 31, 2008 as to 135,298 shares and sole dispositive power of 6,186,753 shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 requires our Directors and executive officers and persons who own more than ten percent of our Common Stock to file reports of ownership and changes in ownership with the Securities

and Exchange Commission. As a matter of practice, our administrative staff assists our Directors and executive officers in preparing and filing such reports. Based solely upon a review of such reports and representations from our Directors and executive officers, we believe that during 2008 all such reports were filed on a timely basis, except that a Form 4 reporting one transaction was reported late on behalf of Mr. Davidson and, due to an administrative error, one holding was reported late on a Form 3/A on behalf of Mr. Reusser.

SHAREHOLDER PROPOSALS FOR 2010 ANNUAL MEETING

Under Securities and Exchange Commission rules, if a shareholder wants us to include a proposal in our proxy statement for presentation at the 2010 Annual Meeting, the proposal must be received by us, attention: Office of the Secretary, at our principal executive offices by November 12, 2009. We suggest that such proposals be sent by certified mail, return receipt requested.

Under our By-Laws, the proposal of business that is appropriate to be considered by the shareholders may be made at an annual meeting of shareholders by any shareholder who was a shareholder of record at the time of giving the notice described below, who is entitled to vote at such meeting and who complies with the notice procedures set forth in the By-Laws.

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For business to be properly brought before an annual meeting of shareholders, the shareholder must have given timely notice thereof in writing to our Secretary. To be timely, the shareholder s notice must have been sent to, and received by, our Secretary at our principal executive offices generally not less than 90 nor more than 120 days prior to the first anniversary of the preceding year s annual meeting. For the 2010 Annual Meeting such notice must be received between December 22, 2009 and January 21, 2010. Each such notice must include among other things:

- for each matter, a brief description thereof and the reasons for conducting such business at the annual meeting;
- the name and address of the shareholder proposing such business as well as any other shareholders believed to be supporting such proposal;
- the number of shares of each class of Goodrich stock owned by such shareholders;
- any material interest of such shareholders in such proposal; and
- a description of all ownership interests in the shares identified, including derivative securities, hedged positions and other economic and voting interests.

See Appendix A for the full text of the relevant section of the By-Laws.

This notice requirement applies to matters being brought before the meeting for a vote. Shareholders, of course, may and are encouraged to ask appropriate questions at the meeting without having to comply with the notice provisions.

By Order of the Board of Directors

Sally L. Geib
Secretary

Dated March 12, 2009

PLEASE DATE, SIGN AND MAIL YOUR PROXY

APPENDIX A

BY-LAWS

ARTICLE I, SECTION 10

Section 10.(A) *Annual Meetings of Shareholders*. (1) Nominations of persons for election to the Board of Directors of the Company and the proposal of other business to be considered by the shareholders may be made at an annual meeting of shareholders (a) pursuant to the Company s notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any shareholder of the Company who (i) was a shareholder of record at the time of giving of notice provided for in this By-Law and at the time of the annual meeting, (ii) is entitled to vote at the meeting and (iii) complies with the notice procedures set forth in this By-Law as to such business or nomination; clause (c) shall be the exclusive means for a shareholder to make nominations or submit other business (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act) and included in the Company s notice of meeting) before an annual meeting of shareholders.

(2) Without qualification, for any nominations or any other business to be properly brought before an annual meeting by a shareholder pursuant to clause (c) of paragraph (A) (1) of this By-Law, the shareholder must have given timely notice thereof in writing to the Secretary of the Company and such other business must otherwise be a proper matter for shareholder action. To be timely, a shareholder s notice shall be delivered to the Secretary at the principal executive offices of the Company not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year s annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made by the Company. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period for the giving of a shareholder s notice as described above. To be in proper form, a shareholder s notice (whether given pursuant to paragraph (A)(2) or paragraph (B) of this By-Law) must (a) set forth, as to the shareholder giving the notice and all beneficial owners, if any, on whose behalf the nomination or proposal is made, (i) the name and address of such shareholder, as they appear on the Company s books, and of such beneficial owner, if any, (ii) (A) the class or series and number of shares of the Company which are, directly or indirectly, owned beneficially and of record by such shareholder and such beneficial owner, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise (a Derivative Instrument) directly or indirectly owned beneficially by such shareholder and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company, (C) any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder has a sole or shared right to vote or direct the voting of any shares of any security of the Company, (D) any short interest in any security of the Company (for purposes of this By-Law a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from, or avoid or offset in whole or in part any loss related to, any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Company owned beneficially by such

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shareholder that are separated or separable from the underlying shares of the Company, (F) any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner and (G) any performance-related fees (other than an asset-based fee) that such shareholder is entitled to based on any increase or decrease in the value of shares of the Company or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such shareholder s immediate family sharing the same household (which information shall be supplemented by such shareholder and beneficial owner, if any, not later than 10 days after the record date for the meeting to disclose such ownership as of the record date), and (iii) any other information relating to such shareholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; (b) if the notice relates to any business other than a nomination of a director or directors that the shareholder proposes to bring before the meeting, set forth (i) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder and the beneficial owner (if any, on whose behalf the proposal is made) in such business and (ii) a description of all agreements, arrangements and understandings between such shareholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder; and

(c) set forth, as to each person, if any, whom the shareholder proposes to nominate for election or reelection to the Board of Directors (i) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (including such person s written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (ii) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder s understanding of the independence, or lack thereof, of such nominee.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this By-Law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Company is increased and there is no public announcement naming all of the nominees for Director or specifying the size of the increased Board of Directors made by the Company at least 100 days prior to the first anniversary of the preceding year s annual meeting, a shareholder s notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Company not later than the close of business on the 10th day following the day on which such public announcement is first made by the Company.

(B) *Special Meetings of Shareholders*. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Company s notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of shareholders at which directors are to be elected pursuant to the Company s notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such special meeting, by any shareholder of the Company who (i) is a shareholder of record at the time of giving of notice provided for in this By-Law and at the time of the special meeting, (ii) is entitled to vote at the meeting, and (iii) complies with the notice procedures set forth in this By-Law as to such nomination. In the event the Company calls a special meeting of shareholders for the purpose of electing one or more directors to the Board of Directors, any such shareholder may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Company s notice of meeting, if the shareholder s notice required by paragraph (A)(2) of this By-Law with respect to any nomination shall be delivered to the Secretary at the principal executive offices of the Company not earlier than the close of business on the 120th day prior to the date of such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the close of business on the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall any adjournment or postponement of a special meeting or the announcement thereof commence a new time period for the giving of a shareholder s notice as described above.

(C) *General*. (1) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the Restated Certificate of Incorporation or these By-Laws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this By-Law and, if any proposed nomination or business is not in compliance with this By-Law, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this By-Law, public announcement shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Company with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this By-Law, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this By-Law; provided, however, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to paragraph (A)(1)(c) or paragraph (B) of this By-Law. Nothing in this By-Law shall be deemed to affect any rights of shareholders to request inclusion of proposals in the Company s proxy statement pursuant to Rule 14a-8 under the Exchange Act.

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GOODRICH CORPORATION
FOUR COLISEUM CENTRE
2730 WEST TYVOLA ROAD
CHARLOTTE, NC 28217-4578

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS
If you would like to reduce the costs incurred by Goodrich Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Goodrich Corporation, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: GODRC1 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS

PORTION
ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GOODRICH CORPORATION

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 AND 2.

Vote On Directors	**For All**	**Withhold All**	**For All Except**	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.
1. ELECTION OF DIRECTORS				
01 - Diane C. Creel, 02 - George A. Davidson, Jr., 03 - Harris E. DeLoach, Jr., 04 - James W. Griffith, 05 - William R. Holland, 06 - John P. Jumper, 07 - Marshall O. Larsen, 08 - Lloyd W. Newton, 09 - Douglas E. Olesen, 10 - Alfred M. Rankin, Jr. and 11 - A. Thomas Young	o	o	o	________ ___________ __________ ______________

Vote on Proposals	**For**	**Against**	**Abstain**
2. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2009.	o	o	o
THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST PROPOSAL 3.	**For**	**Against**	**Abstain**
3. Shareholder proposal regarding an amendment to the Restated Certificate of Incorporation for majority election of Directors in uncontested elections.	o	o	o

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL DIRECTORS, FOR PROPOSAL 2 AND AGAINST PROPOSAL 3.

Please sign exactly as name appears hereon.

Joint owners should each sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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March 12, 2009
To Our Shareholders:
The Annual Meeting of Shareholders will be held at Goodrich s headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina on Tuesday, April 21, 2009, at 10:00 a.m.
If you have chosen to view our proxy statements and annual reports over the Internet instead of receiving paper copies in the mail, you can access our proxy statement at http://www.goodrich.com/proxy and 2008 annual report at http://www.goodrich.com/annualreport.
The proxy statement contains information regarding the meeting, the nominees for election to the Board of Directors, the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year 2009 and a shareholder proposal regarding an amendment to the Restated Certificate of Incorporation for majority election of Directors in uncontested elections. The voting results from the Annual Meeting of Shareholders will be posted on our website, www.goodrich.com, on April 22.
It is important that these shares be represented at this meeting. Even if you plan to attend, we encourage you to promptly vote these shares by one of the methods listed on the reverse side of this proxy card.
Sincerely,
Marshall O. Larsen
Chairman, President and
Chief Executive Officer
Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

GOODRICH CORPORATION
PROXY
This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby authorizes Marshall O. Larsen and Sally L. Geib, or either of them, with full power of substitution, to represent the undersigned and to vote all common stock of GOODRICH CORPORATION which the undersigned would be entitled to vote at the Annual Meeting of Shareholders of the Company to be held on April 21, 2009, and at any adjournment thereof, as indicated, and in their discretion upon other matters as may properly come before the meeting.

You are encouraged to specify your choice by marking the appropriate boxes. SEE REVERSE SIDE, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations. The Proxies cannot vote these shares unless you sign and return this card. The Board of Directors recommends a vote FOR Proposals 1 and 2 and AGAINST Proposal 3.

This card also constitutes your voting instructions for any and all shares held of record by BNY Mellon Shareowner Services for this account in the Company s Dividend Reinvestment Plan, and will be considered to be voting instructions to the plan trustees with respect to shares held in accounts under the Goodrich Corporation Employees Savings Plan and the Goodrich Corporation Savings Plan for Rohr Employees.

(Continued, and to be signed and dated, on reverse side.)