

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 25

OMB APPROVAL	
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NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION  
UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number [001-1520](#)

Issuer: [GENCORP INC](#)

Exchange: NEW YORK STOCK EXCHANGE INC

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(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed  
and/or registered)

Address: P.O. Box 537012

Sacramento CALIFORNIA 95853-7012

Telephone number:

916-351-8652

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

Preferred Share Purchase Rights

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(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- 17 CFR 240.12d2-2(a)(1)
- 17 CFR 240.12d2-2(a)(2)
- 17 CFR 240.12d2-2(a)(3)
- 17 CFR 240.12d2-2(a)(4)
- Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange. <sup>1</sup>
- Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements fo the Securities Exchange Act of 1934, NEW YORK STOCK EXCHANGE INC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

2007-03-02                      By Paras Madho                      Director  
Date    Name    Title

1      Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. [See](#) General Instructions.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

The New York Stock Exchange hereby notifies the SEC of its intention to remove the entire class of the stated securities from listing and registration on the Exchange at the opening of business on March 12, 2007, pursuant to the provisions of Rule 12d2-2 (a).

17 CFR 240.12d2-2 (a) (4) That all rights pertaining to the entire class of this security were extinguished on February 18, 2007.

Pursuant to the terms of the Rights of GenCorp Inc., the Rights expired and became null and void on February 18, 2007.

The Exchange also notifies the Securities and Exchange Commission that as a result of the above indicated conditions this security was suspended from trading on February 18, 2007.