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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
*See* Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b>  Didion, James J. <i>(Last) (First) (Middle)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  GenCorp Inc. (GY)	<b>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></b>  
<b>4. Statement for Month/Day/Year</b>  Highway 50 at Aerojet Road <i>(Street)</i>	<b>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></b>  	
<b>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></b>  Rancho CA 95670 <i>(City) (State) (Zip)</i>  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>	<b>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></b>  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).



Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code		(A)	(D)
Stock Options (Right to buy)	\$14						
Phantom Stock Units	\$0	01/15/03		1 A		1,390.91	

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued  
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

### Explanation of Responses:

Note 1: Phantom Stock Units acquired under the Deferred Compensation Plan for Nonemployee Directors on 1-15-03. Includes phantom stock units acquired through reinvestment of dividends on 11-29-02.

/s/ James J. Didion

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\*\*Signature of Reporting Person

1-15-03

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Date

\*\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby constitutes and appoints each of: Gregory K. Scott, Senior Vice President, Law; General Counsel and Secretary; Margaret Hasting; Assistant General Counsel; Rebecca A. Bauer, Paralegal; Yasmin R. Seyal, Senior Vice President and Chief Financial Officer; and Douglas Jeffries, Vice President, Controller; and, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of GenCorp Inc., Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 5th day of September, 2002.

/s/ James J. Didion

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[Officer or Director Name]

James J. Didion