

WELLS DARREN R  
Form 4  
December 22, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WELLS DARREN R

2. Issuer Name and Ticker or Trading Symbol  
GOODYEAR TIRE & RUBBER CO /OH/ [GT]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr Vice Pres Bus Dev & Treas

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

AKRON, OH 44316-0001

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D) Price		
Common Stock	12/21/2005		F <sup>(1)</sup>		389 D 17.73	D	
					<u>(1)</u>		
Common Stock	12/21/2005		M <sup>(2)</sup>		1,250 A \$ 5.52	D	
					<u>(2)</u>		
Common Stock	12/21/2005		F <sup>(3)</sup>		1,958 D 17.73	D	
					<u>(3)</u>		
Common	12/21/2005		M <sup>(4)</sup>		5,100 A \$ 6.81	D	
					10,099		

Edgar Filing: WELLS DARREN R - Form 4

Stock	<u>(4)</u>		
Common Stock	153 <u>(5)</u>	I	401(k) Plan <u>(6)</u>

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

**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 control number.**

SEC 1474  
(9-02)

**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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
2002 Plan Option <u>(7)</u>	\$ 5.52	12/21/2005		M	1,250	<u>(8)</u> 08/05/2013	Common Stock	1,250
2002 Plan Option <u>(9)</u>	\$ 17.73	12/21/2005		A	667	12/21/2006 08/05/2013	Common Stock	667
2002 Plan Option <u>(10)</u>	\$ 6.81	12/21/2005		M	5,100	<u>(8)</u> 12/02/2013	Common Stock	5,100
2002 Plan Option <u>(9)</u>	\$ 17.73	12/21/2005		A	2,970	12/21/2006 12/02/2013	Common Stock	2,970

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS DARREN R			Sr Vice Pres Bus Dev & Treas	

THE GOODYEAR TIRE & RUBBER COMPANY  
1144 EAST MARKET STREET  
AKRON, OH 44316-0001

## Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Darren R Wells pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

12/22/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 389 previously owned shares having a market value of \$17.73 per share were delivered in payment of the option price of \$5.52 per share for 1,250 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.  
1,250 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 389 shares valued in accordance with the 2002 Plan. In addition, 278 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (2) 1,958 previously owned shares having a market value of \$17.73 per share were delivered in payment of the option price of \$6.81 per share for 5,100 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.  
5,100 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 1,958 shares valued in accordance with the 2002 Plan. In addition, 1,012 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transactions reported herein, the reporting person's direct ownership of common shares increased by 2,713 shares.
- (3) Total number of shares of common stock allocated to the account of the reporting person in a Trust established under Goodyear's Employee Savings Plan for Salaried Employees, a 401(k) Plan (the "Savings Plan"), as of the date of this statement as reported by the Plan Trustee.
- (4) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (5) Exercise of Non-Qualified Stock Option granted on 8/5/2003 under the 2002 Plan.
- (6) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (7) Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price.
- (8) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.

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

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