

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 02, 2007

FORM 4

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

OMB APPROVAL

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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 *
RICH JONATHAN D

(Last) (First) (Middle)

**THE GOODYEAR TIRE &
RUBBER COMPANY, 1144 EAST
MARKET STREET**

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GOODYEAR TIRE & RUBBER CO /OH/ [GT]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, North American Tire

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

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

1. Title of Security (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					4,004 ⁽¹⁾	I	401(k) Plan ⁽²⁾
Common Stock	02/28/2007		F ⁽³⁾		\$ 3,107	D	24.66 ⁽³⁾
Common Stock	02/28/2007		M ⁽⁴⁾		\$ 11,250	A	6.81 ⁽⁴⁾
Common Stock	02/28/2007		F ⁽⁵⁾		\$ 11,240	D	34,818 24.66

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					<u>(5)</u>		
Common Stock	02/28/2007	<u>M⁽⁶⁾</u>	22,100	A	\$ <u>12.54</u>	53,421	D
Common Stock	02/28/2007	<u>F⁽⁷⁾</u>	7,651	D	\$ <u>24.66</u>	45,770	D
Common Stock	02/28/2007	<u>M⁽⁸⁾</u>	11,000	A	\$ <u>17.15</u>	55,691	D
Common Stock	02/28/2007	<u>F⁽⁹⁾</u>	3,585	D	\$ <u>24.66</u>	52,106	D
Common Stock	02/28/2007	<u>M⁽¹⁰⁾</u>	5,000	A	\$ <u>17.68</u>	57,106	D
Common Stock	02/28/2007	<u>F⁽¹¹⁾</u>	3,577	D	\$ <u>24.66</u>	53,529	D
Common Stock	02/28/2007	<u>M⁽¹²⁾</u>	4,000	A	\$ <u>24.66</u>	57,529	D
Common Stock	02/28/2007	<u>F⁽¹³⁾</u>	1,983	D	\$ <u>24.66</u>	55,546	D
Common Stock	02/28/2007	<u>M⁽¹⁴⁾</u>	3,900	A	\$ <u>12.54</u>	59,446	D
Common Stock	02/28/2007	<u>F⁽¹⁵⁾</u>	717	D	\$ <u>24.66</u>	58,729	D
Common Stock	02/28/2007	<u>M⁽¹⁶⁾</u>	1,000	A	\$ <u>17.68</u>	59,620	D
Common Stock	02/28/2007	<u>F⁽¹⁷⁾</u>	5,723	D	\$ <u>24.66</u>	53,897	D
Common Stock	02/28/2007	<u>M⁽¹⁸⁾</u>	6,400	A	\$ <u>22.05</u>	60,045	D
Common Stock	02/28/2007	<u>F⁽¹⁹⁾</u>	2,012	D	\$ <u>24.66</u>	58,033	D

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Common Stock 02/28/2007 M⁽²⁰⁾ 6,250 A \$ 7.94₍₂₀₎ 62,918 D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Plan Option <u>(21)</u>	\$ 6.81	02/28/2007		M	11,250	<u>(22)</u> 12/02/2013	Common Stock	11,250	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007		A	5,781	02/28/2008 12/02/2013	Common Stock	5,781	
2002 Plan Option <u>(24)</u>	\$ 12.54	02/28/2007		M	22,100	<u>(22)</u> 12/09/2014	Common Stock	22,100	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007		A	14,737	02/28/2008 12/09/2014	Common Stock	14,737	
2005 Plan Option <u>(25)</u>	\$ 17.15	02/28/2007		M	11,000	<u>(22)</u> 12/06/2015	Common Stock	11,000	
2005 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007		A	8,730	02/28/2008 12/06/2015	Common Stock	8,730	
2002 Plan	\$ 17.68	02/28/2007		M	5,000	<u>(22)</u> 12/04/2010	Common Stock	5,000	

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Option <u>(26)</u>									
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007	A	3,585	02/28/2008	12/04/2010	Common Stock	3,5	
2002 Plan Option <u>(27)</u>	\$ 22.05	02/28/2007	M	4,000	<u>(22)</u>	12/03/2011	Common Stock	4,0	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007	A	3,577	02/28/2008	12/03/2011	Common Stock	3,5	
2002 Plan Option <u>(28)</u>	\$ 12.54	02/28/2007	M	3,900	<u>(22)</u>	12/09/2014	Common Stock	3,9	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007	A	1,983	02/28/2008	12/09/2014	Common Stock	1,9	
2002 Plan Option <u>(29)</u>	\$ 17.68	02/28/2007	M	1,000	<u>(22)</u>	12/04/2010	Common Stock	1,0	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007	A	826	02/28/2008	12/04/2010	Common Stock	82	
2002 Plan Option <u>(30)</u>	\$ 22.05	02/28/2007	M	6,400	<u>(22)</u>	12/03/2011	Common Stock	6,4	
2002 Plan Option <u>(23)</u>	\$ 24.66	02/28/2007	A	5,975	02/28/2008	12/03/2011	Common Stock	5,9	
2002 Plan Option <u>(31)</u>	\$ 7.94	02/28/2007	M	6,250	<u>(22)</u>	12/03/2012	Common Stock	6,2	
2002 Plan Option	\$ 24.66	02/28/2007	A	3,377	02/28/2008	12/03/2012	Common Stock	3,3	

(23)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICH JONATHAN D THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			President, North American Tire	

Signatures

/s/ Anthony E. Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Jonathan D Rich pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/02/2007

__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) 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.
 - (2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
 - (3) 3,107 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$6.81 per share for 11,250 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (4) 11,250 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 3,107 shares valued in accordance with the 2002 Plan. In addition, 2,674 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (5) 11,240 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$12.54 per share for 22,100 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (6) 22,100 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 11,240 shares valued in accordance with the 2002 Plan. In addition, 3,497 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (7) 7,651 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$17.15 per share for 11,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (8) 11,000 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 7,651 shares valued in accordance with the 2002 Plan. In addition, 1,079 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (9) 3,585 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$17.68 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (10) Exercise of Incentive Stock Option granted on 12/4/2000 under the 2002 Plan.
 - (11) 3,577 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$22.05 per share for 4,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (12) Exercise of Incentive Stock Option granted on 12/3/2001 under the 2002 Plan.
 - (13) 1,983 previously owned shares having a market value of \$22.66 per share were delivered in payment of the option price of \$12.54 per share for 3,900 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.

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- (14) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (15) 717 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$17.68 per share for 1,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- 1,000 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 717 shares valued in accordance with the 2002 Plan. In addition, 109 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (16) 5,723 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$22.05 per share for 6,400 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- 6,400 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 5,723 shares valued in accordance with the 2002 Plan. In addition, 252 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (17) 2,012 previously owned shares having a market value of \$24.66 per share were delivered in payment of the option price of \$7.94 per share for 6,250 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- 6,250 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 2,012 shares valued in accordance with the 2002 Plan. In addition, 1,365 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 ownership of stock increased by 22,329 shares.
- (18) Exercise of Non-Qualified Stock Option granted on 12/02/2003 under the 2002 Plan.
- (19) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (20) 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 and withheld to pay Federal withholding taxes.
- (21) Exercise of Non-Qualified Stock Option granted on 12/09/2004 under the 2002 Plan.
- (22) Exercise of Non-Qualified Stock Option granted on 12/06/2005 under the 2005 Plan.
- (23) Exercise of Incentive Stock Option granted on 12/04/2000 under the 2002 Plan.
- (24) Exercise of Incentive Stock Option granted on 12/03/2001 under the 2002 Plan.
- (25) Exercise of Incentive Stock Option granted on 12/09/2004 under the 2002 Plan.
- (26) Exercise of Non-Qualified Stock Option granted on 12/04/2000 under the 2002 Plan.
- (27) Exercise of Non-Qualified Stock Option granted on 12/03/2001 under the 2002 Plan.
- (28) Exercise of Non-Qualified Stock Option granted on 12/03/2002 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.

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