

GOODYEAR TIRE & RUBBER CO /OH/
 Form 4
 March 08, 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 *
HOPKINS WILLIAM M

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Vice President

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

(Street)

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 | 03/06/2007 | | F ⁽¹⁾ | | 708 | D | \$ 28.03 (1) |
| Common Stock | 03/06/2007 | | M ⁽²⁾ | | 2,500 | A | \$ 7.94 (2) |
| Common Stock | 03/06/2007 | | F ⁽³⁾ | | 807 | D | \$ 28.03 (3) |
| Common | 03/06/2007 | | M ⁽⁴⁾ | | 3,325 | A | \$ 6.81 |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|-------------------|-------|----------|
| Stock | | | | | <u>(4)</u> | | |
| Common Stock | 03/06/2007 | <u>F(5)</u> | 615 | D | \$ <u>(5)</u> | 28.03 | 17,623 D |
| Common Stock | 03/06/2007 | <u>M(6)</u> | 1,375 | A | \$ <u>(6)</u> | 12.54 | 18,753 D |
| Common Stock | 03/06/2007 | <u>F(7)</u> | 872 | D | \$ <u>(7)</u> | 28.03 | 17,881 D |
| Common Stock | 03/06/2007 | <u>M(8)</u> | 1,950 | A | \$ <u>(8)</u> | 12.54 | 19,831 D |
| Common Stock | 03/06/2007 | <u>F(9)</u> | 3,146 | D | \$ <u>(9)</u> | 28.03 | 16,685 D |
| Common Stock | 03/06/2007 | <u>M(10)</u> | 4,000 | A | \$ <u>(10)</u> | 22.05 | 20,685 D |
| Common Stock | 03/06/2007 | <u>F(11)</u> | 3,153 | D | \$ <u>(11)</u> | 28.03 | 17,532 D |
| Common Stock | 03/06/2007 | <u>M(12)</u> | 5,000 | A | \$ <u>(12)</u> | 17.68 | 22,532 D |
| Common Stock | 03/06/2007 | <u>F(11)</u> | 3,153 | D | \$ <u>(11)</u> | 28.03 | 19,379 D |
| Common Stock | 03/06/2007 | <u>M(13)</u> | 5,000 | A | \$ <u>(13)</u> | 17.68 | 23,784 D |
| Common Stock | 03/06/2007 | <u>F(14)</u> | 550 | D | \$ <u>(14)</u> | 28.03 | 23,234 D |
| Common Stock | 03/06/2007 | <u>M(15)</u> | 700 | A | \$ <u>(15)</u> | 22.05 | 23,885 D |
| Common Stock | 03/06/2007 | <u>F(16)</u> | 1,728 | D | \$ <u>(16)</u> | 28.03 | 22,157 D |
| Common Stock | 03/06/2007 | <u>M(17)</u> | 2,825 | A | \$ <u>(17)</u> | 17.15 | 24,628 D |

Common Stock 921 ⁽¹⁸⁾ I 401(k) Plan ⁽¹⁹⁾

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

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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 ⁽²⁰⁾ | \$ 7.94 | 03/06/2007 | | M | 2,500 | ⁽²¹⁾ 12/03/2012 | Common Stock | 2,500 |
| 2002 Plan Option ⁽²²⁾ | \$ 28.03 | 03/06/2007 | | A | 1,392 | 03/06/2008 12/03/2012 | Common Stock | 1,392 |
| 2002 Plan Option ⁽²³⁾ | \$ 6.81 | 03/06/2007 | | M | 3,325 | ⁽²¹⁾ 12/02/2013 | Common Stock | 3,325 |
| 2002 Plan Option ⁽²²⁾ | \$ 28.03 | 03/06/2007 | | A | 1,618 | 03/06/2008 12/02/2013 | Common Stock | 1,618 |
| 2002 Plan Option ⁽²⁴⁾ | \$ 12.54 | 03/06/2007 | | M | 1,375 | ⁽²¹⁾ 12/09/2014 | Common Stock | 1,375 |
| 2002 Plan Option ⁽²²⁾ | \$ 28.03 | 03/06/2007 | | A | 860 | 03/06/2008 12/09/2014 | Common Stock | 860 |

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|---------------------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|
| 2002 Plan <u>(25)</u> | \$ 12.54 | 03/06/2007 | M | 1,950 | <u>(21)</u> | 12/09/2014 | Common Stock | 1,950 |
| 2002 Plan Option <u>(26)</u> | \$ 28.03 | 03/06/2007 | A | 872 | 03/06/2008 | 12/09/2014 | Common Stock | 872 |
| 1997 Plan Option <u>(27)</u> | \$ 22.05 | 03/06/2007 | M | 4,000 | <u>(21)</u> | 12/03/2011 | Common Stock | 4,000 |
| 1997 Plan Option <u>(26)</u> | \$ 28.03 | 03/06/2007 | A | 3,146 | 03/06/2008 | 12/03/2011 | Common Stock | 3,146 |
| 1997 Plan Option <u>(28)</u> | \$ 17.68 | 03/06/2007 | M | 5,000 | <u>(21)</u> | 12/04/2010 | Common Stock | 5,000 |
| 1997 Plan Option <u>(26)</u> | \$ 28.03 | 03/06/2007 | A | 3,153 | 03/06/2008 | 12/04/2010 | Common Stock | 3,153 |
| 1997 Plan Option <u>(29)</u> | \$ 17.68 | 03/06/2007 | M | 5,000 | <u>(21)</u> | 12/04/2010 | Common Stock | 5,000 |
| 1997 Plan Option <u>(22)</u> | \$ 28.03 | 03/06/2007 | A | 3,748 | 03/06/2008 | 12/04/2010 | Common Stock | 3,748 |
| 1997 Plan Option <u>(30)</u> | \$ 22.05 | 03/06/2007 | M | 700 | <u>(21)</u> | 12/03/2011 | Common Stock | 700 |
| 1997 Plan Option <u>(22)</u> | \$ 28.03 | 03/06/2007 | A | 599 | 03/06/2008 | 12/03/2011 | Common Stock | 599 |
| 2005 Plan Option <u>(31)</u> | \$ 17.15 | 03/06/2007 | M | 2,825 | <u>(21)</u> | 12/06/2015 | Common Stock | 2,825 |
| 2005 Plan Option | \$ 28.03 | 03/06/2007 | A | 2,082 | 03/06/2008 | 12/06/2015 | Common Stock | 2,082 |

(22)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOPKINS WILLIAM M THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001 | | | Vice President | |

Signatures

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

03/08/2007

____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) 708 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$7.91 per share for 2,500 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (2) 2,500 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 708 shares valued in accordance with the 2002 Plan. In addition, 684 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (3) 807 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$6.81 per share for 3,325 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (4) 3,325 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 807 shares valued in accordance with the 2002 Plan. In addition, 811 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (5) 615 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$12.54 per share for 1,375 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (6) 1,375 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 615 shares valued in accordance with the 2002 Plan. In addition, 245 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (7) 872 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$12.54 per share for 1,950 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (8) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (9) 3,146 previously owned shares having a market value of \$28.03 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 1997 Plan.
- (10) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (11) 3,153 previously owned shares having a market value of \$28.03 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 1997 Plan.
- (12) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 Plan.
- (13) 5,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 3,153 shares valued in accordance with the 1997 Plan. In addition, 595 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.

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- (14) 550 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$22.05 per share for 700 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- 700 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 550 shares valued in accordance with the 1997 Plan. In addition, 49 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (15) 1,728 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$17.15 per share for 2,825 shares acquired pursuant to the exercise of an option granted under the 2005 Plan.
- 2,825 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan. The option purchase price was paid in accordance with the 2005 Plan in the form of 1,728 shares valued in accordance with the 2005 Plan. In addition, 354 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 9,205 shares.
- (16) 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.
- (17) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (18) Exercise of Non-Qualified Stock Option granted on 12/3/2002 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 12/2/2003 under the 2002 Plan.
- (22) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (23) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (24) 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.
- (25) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (26) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 Plan.
- (27) Exercise of Non-Qualified Stock Option granted on 12/4/2000 under the 1997 Plan.
- (28) Exercise of Non-Qualified Stock Option granted on 12/3/2001 under the 1997 Plan.
- (29) Exercise of Non-Qualified Stock Option granted on 12/6/2005 under the 2005 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.