

ONEAL RODNEY

Form 4

January 10, 2005

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

OMB APPROVAL

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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 *
 ONEAL RODNEY

 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)
 DELPHI CORPORATION, 5725
 DELPHI DRIVE

 3. Date of Earliest Transaction
 (Month/Day/Year)
 01/03/2005

 ___X___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

 (Street)
 TROY, MI 48098-2815

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

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (Instr. 3)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
ODEPP Units ⁽¹⁾	\$ 14.77 ⁽²⁾	01/03/2005	A		1,184.8 ⁽³⁾		<u>(4)</u>	<u>(4)</u>	Common Stock	1,184.8 ⁽³⁾	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEAL RODNEY DELPHI CORPORATION 5725 DELPHI DRIVE TROY, MI 48098-2815	X			

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Rodney O'Neal pursuant to a Power of Attorney dated 02/03/04, a copy of which has been previously filed with the SEC.

01/10/2005

__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).

Units, each equivalent to a hypothetical share of the common stock of the Company and payable only in cash, awarded pursuant to the Company's Outside Directors' Equity Participation Plan (the "Plan") and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.

(1) Each unit was valued at the fair market value (the average of the high and low sale prices on the NYSE) on the business day preceding the Transaction Date. Each unit will be converted to a dollar amount at the fair market value of a share of common stock on the Conversion Date as specified in the Plan. Each unit accrued to a Plan Account receives dividend equivalents (converted into units) until the Conversion Date. After the Conversion Date until paid, the units will accrue interest as provided in the Plan.

(2) Units, each having a value equal to the fair market value of a share of the Company's common stock on the business day preceding the Transaction Date, were awarded pursuant to the Plan and accrued to the Equity Participation Account of the reporting person on the Transaction Date.

(3) Not applicable.

(4) Total units accrued to the Equity Participation Account of the reporting person as of the Transaction Date.

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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