

Delaney Christopher R
Form 4
October 11, 2017

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Delaney Christopher 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)

(Last) (First) (Middle)
200 INNOVATION WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2017

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President, EMEA

AKRON, OH 44316

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Plan Performance Shares ⁽¹⁾	<u>(1)</u>	10/09/2017		A			2,781		<u>(1)</u>	<u>(1)</u>	Common Stock	2,781
2017 Plan Option ⁽²⁾	\$ 32.72	10/09/2017		A			12,176		<u>(3)</u>	10/09/2027	Common Stock	12,176
2017 Plan Restricted Stock Units ⁽⁴⁾	<u>(4)</u>	10/09/2017		A			15,281		<u>(4)</u>	<u>(4)</u>	Common Stock	15,281

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delaney Christopher R 200 INNOVATION WAY AKRON, OH 44316			President, EMEA	

Signatures

/s/ Daniel T. Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Christopher R Delaney pursuant to a Power of Attorney dated 10/31/16, a copy of which has been previously filed with the SEC.

10/11/2017

 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).

- Performance Share Unit grant under the 2017 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2020. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on
- (1) the attainment of certain performance targets over a 3-year period ending December 31, 2019, and is subject to further increase or decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year period ending December 31, 2019.
 - (2) Non-Qualified Stock Option in respect of shares of common stock granted under the 2017 Performance Plan.
 - (3) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
 - (4) Restricted Stock Unit ("RSU") grant under the 2017 Performance Plan of The Goodyear Tire & Rubber Company. The RSUs will vest and convert into shares of Common Stock three years from the date of grant on October 9, 2020.

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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