

GOODYEAR TIRE &amp; RUBBER CO /OH/

Form 4

March 15, 2005

**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 \*  
**KRAMER RICHARD J**

(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)  
03/11/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec Vice Pres & Chf Fin Ofcr

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/11/2005		A		2,375 (3)	A	\$ 14.63 (4)
Common Stock	03/11/2005		A		314 (5)	A	\$ 14.63 (6)
						209 (1)	I
							401(k) (2)
						24,828	D
						25,142	D

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)	8. Amount or Number of Shares
1997 Plan Performance Units <u>(7)</u>	<u>(4)</u>	03/11/2005		A	7,950	<u>(4)</u> <u>(4)</u>	Common Stock	3,975
2002 Plan Performance Units <u>(8)</u>	<u>(6)</u>	03/11/2005		A	1,050	<u>(6)</u> <u>(6)</u>	Common Stock	525

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER RICHARD J THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			Exec Vice Pres & Chf Fin Ofcr	

## Signatures

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

03/15/2005

\_\_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) 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

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Plan Trustee.

(2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.

(3) Shares awarded to the reporting person on 3/11/05 pursuant to Performance Units granted on 12/3/01 under the 1997 Performance Incentive Plan (the "1997 Plan").

(4) In accordance with the terms of the 12/3/01 grant, the reporting person was granted up to 18,000 Units (150% of the base number of Units). The reporting person was awarded on 3/11/05 89.64% of the base number of Units granted, paid in March 2005 as follows: the payment of 50% of the Units awarded was paid in one (1) share of Common Stock per Unit and payment of 50% of the Units awarded was paid in cash at \$14.63 per Unit, the fair market value of the Common Stock on 12/31/04.

(5) Shares awarded to the reporting person on 3/11/05 pursuant to Performance Units granted on 8/6/02 under the 2002 Performance Plan (the "2002 Plan").

(6) In accordance with the terms of the 8/6/02 grant, the reporting person was granted up to 1050 Units (150% of the base number of Units). The reporting person was awarded on 3/11/05 89.64% of the base number of Units granted, paid in March 2005 as follows: the payment of 50% of the Units awarded was paid in one (1) share of Common Stock per Unit and payment of 50% of the Units awarded was paid in cash at \$14.63 per Unit, the fair market value of the Common Stock on 12/31/04.

(7) Performance Units granted on 12/3/01 under the 1997 Plan.

(8) Performance Units granted on 8/6/02 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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