

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 16, 2007

FORM 4

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

OMB APPROVAL

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

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 *
KEEGAN ROBERT 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)
03/14/2007

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)
Chairman of the Bd, CEO & Pres

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/14/2007		F ⁽¹⁾	7,585 D	\$ 27.74	218,893	D
					<u>(1)</u>		
Common Stock	03/14/2007		M ⁽²⁾	11,900 A	\$ 17.68	229,403	D
					<u>(2)</u>		
Common Stock	03/14/2007		F ⁽³⁾	15,792 D	\$ 27.74	213,611	D
					<u>(3)</u>		

Edgar Filing: GOODYEAR TIRE & RUBBER CO /OH/ - Form 4

Common Stock	03/14/2007	M ⁽⁴⁾	24,000	A	\$ 18.25 (4)	234,968	D	
Common Stock	03/14/2007	F ⁽⁵⁾	3,187	D	\$ 27.74 (5)	231,781	D	
Common Stock	03/14/2007	M ⁽⁶⁾	5,000	A	\$ 17.68 (6)	236,781	D	
Common Stock						423 (7)	I	401(k) Plan (8)
Common Stock						13,000	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
1997 Plan Option (9)	\$ 17.68	03/14/2007		M			11,900	(10)	12/04/2010	Common Stock	11,900
1997 Plan Option (11)	\$ 27.74	03/14/2007		A			8,975	03/14/2008	12/04/2010	Common Stock	8,975
1997 Plan Option (12)	\$ 18.25	03/14/2007		M			24,000	(10)	10/03/2010	Common Stock	24,000
1997 Plan	\$ 27.74	03/14/2007		A			18,435	03/14/2008	10/03/2010	Common Stock	18,435

Option
(11)

1997

Plan
Option
(13)

\$ 17.68

03/14/2007

M

5,000

(10)

12/04/2010

Common
Stock

5,0

1997

Plan
Option
(11)

\$ 27.74

03/14/2007

A

3,187

03/14/2008

12/04/2010

Common
Stock

3,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEEGAN ROBERT J THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001	X		Chairman of the Bd, CEO & Pres	

Signatures

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

03/16/2007

__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) 7,585 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$17.68 per share for 11,900 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (2) 11,900 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 7,585 shares valued in accordance with the 1997 Plan. In addition, 1,390 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (3) 15,792 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$18.25 per share for 24,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (4) 24,000 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 15,792 shares valued in accordance with the 1997 Plan. In addition, 2,643 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (5) 3,187 previously owned shares having a market value of \$27.74 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.
- (6) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 10,303 shares.
- (7) 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.
- (8) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.

Edgar Filing: GOODYEAR TIRE & RUBBER CO /OH/ - Form 4

- (9) Exercise of Non-Qualified Stock Option granted on 12/04/2000 under the 1997 Plan.
- (10) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (11) 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.
- (12) Exercise of Non-Qualified Stock Option granted on 10/03/2000 under the 1997 Plan.
- (13) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 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.