

GOODYEAR TIRE & RUBBER CO /OH/  
 Form 4  
 July 02, 2014

**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 \*  
**WELLS DARREN 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)  
**THE GOODYEAR TIRE & RUBBER COMPANY, 200 INNOVATION WAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/01/2014**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**President, EMEA**

(Street)  
**AKRON, OH 44316-0001**

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

**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 Ownership (Instr. 4) |         |     |     |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|-----|-----|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |         |     |     |   |
| Common Stock                    | 07/01/2014                           |  | M                              | V   | 13,500  | A  | \$ 17.15                                   | 103,373 | D   |     |   |
| Common Stock                    | 07/01/2014                           |  | F                              |   | 10,790  | D  | \$ 28                                      | 92,583  | D   |     |   |
| Common Stock                    | 07/01/2014                           |  | M                              |   | 7,800   | A  | \$ 12.54                                   | 100,383 | D   |     |   |
| Common Stock                    | 07/01/2014                           |  | F                              |   | 5,570   | D  | \$ 28                                      | 94,813  | D   |     |   |
|                                 |                                      |  |                                |   |   |  |  |         | 141 | (1) | I |

Common  
Stock

401(k)  
Plan

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2005 Plan Option <sup>(2)</sup>            | \$ 17.15   | 07/01/2014                           |  | M                              | 13,500  | 12/06/2009 <sup>(3)</sup> 12/06/2015                     | Common Stock  | 13,500                     |
| 2002 Plan Option <sup>(4)</sup>            | \$ 12.54   | 07/01/2014                           |  | M                              | 7,800   | 12/09/2008 <sup>(5)</sup> 12/09/2014                     | Common Stock  | 7,800                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| WELLS DARREN R<br>THE GOODYEAR TIRE & RUBBER COMPANY<br>200 INNOVATION WAY<br>AKRON, OH 44316-0001 |               |           | President, EMEA |       |

## Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Darren R Wells pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

07/02/2014

\_\_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, 401(k) Plan, as of July 1, 2014 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/6/2005).
- (4) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/9/2004).

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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