

GOODYEAR TIRE & RUBBER CO /OH/

Form 4

November 23, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Scocos Evan M

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)
11/22/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President and Controller

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/22/2016		M		950	A	\$ 24.71
Common Stock	11/22/2016		F		837	D	\$ 30.42
Common Stock	11/22/2016		M		988	A	\$ 26.74
Common Stock	11/22/2016		F		914	D	\$ 30.42
Common Stock	11/22/2016		M		439	A	\$ 12.74
							950
							113
							1,101
							187
							626

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Common Stock	11/22/2016	F	271	D	\$ 30.42	355	D	
Common Stock	11/22/2016	M	904	A	\$ 13.91	1,259	D	
Common Stock	11/22/2016	F	580	D	\$ 30.42	679	D	
Common Stock	11/22/2016	M	1,472	A	\$ 12.94	2,151	D	
Common Stock	11/22/2016	F	913	D	\$ 30.42	1,238	D	
Common Stock	11/22/2016	M	1,569	A	\$ 12.98	2,807	D	
Common Stock	11/22/2016	F	975	D	\$ 30.42	1,832	D	
Common Stock						3,133 ⁽¹⁾	I	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2005 Plan Option <u>(2)</u>	\$ 24.71	11/22/2016		M	950	02/27/2011 ⁽³⁾	02/27/2017	Common Stock	950
2005 Plan Option <u>(2)</u>	\$ 26.74	11/22/2016		M	988	02/21/2012 ⁽⁴⁾	02/21/2018	Common Stock	988

2008 Plan Option (5)	\$ 12.74	11/22/2016	M	439	02/23/2014 ⁽⁶⁾	02/23/2020	Common Stock	439
2008 Plan Option (5)	\$ 13.91	11/22/2016	M	904	02/22/2015 ⁽⁷⁾	02/22/2021	Common Stock	904
2008 Plan Option (5)	\$ 12.94	11/22/2016	M	1,472	02/27/2016 ⁽⁸⁾	02/27/2022	Common Stock	1,472
2008 Plan Option (5)	\$ 12.98	11/22/2016	M	1,569	02/28/2016 ⁽⁹⁾	02/28/2023	Common Stock	1,569

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scocos Evan M 200 INNOVATION WAY AKRON, OH 44316			Vice President and Controller	

Signatures

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Evan M Scocos pursuant to a Power of Attorney dated 10/26/16, a copy of which is filed herewith.

11/23/2016

____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 November 22, 2016 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of common stock granted under the 2005 Performance Plan.
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2007).
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/21/2008).
- (5) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.
- (6) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/23/2010).
- (7) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/22/2011).
- (8) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2012).
- (9) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/28/2013).

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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