

Helsel Christopher P
Form 3
January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Helsel Christopher P
(Last) (First) (Middle)

200 INNOVATION WAY
(Street)

AKRON,Â OHÂ 44316

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01/2019

3. Issuer Name and Ticker or Trading Symbol

GOODYEAR TIRE & RUBBER CO /OH/ [GT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP Chief Technology Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

324

D Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

Edgar Filing: Helsel Christopher P - Form 3

				Shares		(I) (Instr. 5)	
2013 Plan Restricted Stock Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	220	\$ ⁽²⁾	D	Â
2013 Plan Restricted Stock Units ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	184	\$ ⁽³⁾	D	Â
2017 Plan Restricted Stock Units ⁽⁴⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	462	\$ ⁽⁵⁾	D	Â
2017 Plan Restricted Stock Units ⁽⁴⁾	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	5,637	\$ ⁽⁶⁾	D	Â
2017 Plan Performance Shares ⁽⁷⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	3,688	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helsel Christopher P 200 INNOVATION WAY AKRON, OH 44316	Â	Â	Â VP Chief Technology Officer	Â

Signatures

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Christopher P Helsel pursuant to a Power of Attorney dated 1/3/19, a copy of which is filed herewith.

01/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units, each equivalent to a share of common stock, granted under the 2013 Performance Plan.
- (2) The Restricted Stock Units vest and convert into shares of common stock on February 22, 2019.
- (3) The Restricted Stock Units vest and convert into shares of common stock on February 27, 2020.
- (4) Restricted Stock Units, each equivalent to a share of common stock, granted under the 2017 Performance Plan.
- (5) The Restricted Stock Units vest and convert into shares of common stock on October 9, 2020.
- (6) The Restricted Stock Units vest and convert into shares of common stock on February 26, 2021.

Performance Share Unit grant under the 2017 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2021. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on the attainment of certain performance targets over a 3-year period ending December 31, 2020, 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, 2020.

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.