

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
November 05, 2013

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 *
Ruocco Joseph B

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)
11/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Global Human Res

AKRON, OH 44316
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/01/2013		M	92,598 A \$ 4.81	225,780	D	
Common Stock	11/01/2013		F	55,556 D \$ 20.85	170,224	D	
Common Stock	11/01/2013		M	37,511 A \$ 12.74	207,735	D	
Common Stock	11/01/2013		F	29,924 D \$ 20.85	177,811	D	
Common Stock	11/01/2013		M	25,240 A \$ 13.91	203,051	D	

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Common Stock	11/01/2013	F	20,872	D	\$ 20.85	182,179	D	
Common Stock	11/01/2013	M	14,352	A	\$ 12.94	196,531	D	
Common Stock	11/01/2013	F	11,521	D	\$ 20.85	185,010	D	
Common Stock						51,151 ⁽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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2008 Plan Option ⁽²⁾	\$ 4.81	11/01/2013		M	92,598	02/26/2013 ⁽³⁾	02/26/2019	Common Stock	92,598
2008 Plan Option ⁽²⁾	\$ 12.74	11/01/2013		M	37,511	02/23/2014 ⁽⁴⁾	02/23/2020	Common Stock	37,511
2008 Plan Option ⁽²⁾	\$ 13.91	11/01/2013		M	25,240	02/22/2015 ⁽⁵⁾	02/22/2021	Common Stock	25,240
2008 Plan Option ⁽²⁾	\$ 12.94	11/01/2013		M	14,352	02/27/2016 ⁽⁶⁾	02/27/2022	Common Stock	14,352

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ruocco Joseph B 200 INNOVATION WAY AKRON, OH 44316			Sr VP, Global Human Res	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Joseph B Ruocco pursuant to a Power of Attorney dated 08/01/08, a copy of which has been previously filed with the SEC.

11/05/2013

__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 1, 2013 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2008 Performance Plan.
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/26/2009).
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/23/2010).
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/22/2011).
- (6) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2012).

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.