

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 14, 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 *
KRAMER RICHARD J

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)
03/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Bd, CEO & Pres

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

(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	03/12/2014		M		1,409	A	\$ 17.35
Common Stock	03/12/2014		F		1,155	D	\$ 26.96
Common Stock	03/12/2014		M		7,552	A	\$ 17.35
Common Stock	03/12/2014		F		6,236	D	\$ 26.96
Common Stock	03/12/2014		M		1,356	A	\$ 14.32

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Common Stock	03/12/2014	F	1,032	D	\$ 26.96	296,077	D	
Common Stock	03/12/2014	M	165,048	A	\$ 4.81	461,125	D	
Common Stock	03/12/2014	F	94,752	D	\$ 26.96	366,373	D	
Common Stock	03/12/2014	M	965	A	\$ 25.33	367,338	D	
Common Stock	03/12/2014	F	942	D	\$ 26.96	366,396	D	
Common Stock	03/12/2014	M	6,586	A	\$ 25.33	372,982	D	
Common Stock	03/12/2014	F	6,423	D	\$ 26.96	366,559	D	
Common Stock	03/12/2014	M	8,631	A	\$ 14.32	375,190	D	
Common Stock	03/12/2014	F	6,560	D	\$ 26.96	368,630	D	
Common Stock						215 ⁽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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2002 Plan Option ⁽²⁾	\$ 17.35	03/12/2014		M	1,409	12/20/2006	12/09/2014	Common Stock	1,409
2002 Plan	\$ 17.35	03/12/2014		M	7,552	12/20/2006	12/09/2014	Common Stock	7,552

Option (2)									
2002 Plan Option (2)	\$ 14.32	03/12/2014	M	1,356	11/19/2010	12/09/2014	Common Stock	1,356	
2008 Plan Option (3)	\$ 4.81	03/12/2014	M	165,048	02/26/2013 ⁽⁴⁾	02/26/2019	Common Stock	165,048	
2002 Plan Option (2)	\$ 25.33	03/12/2014	M	965	09/13/2008	12/09/2014	Common Stock	965	
2002 Plan Option (2)	\$ 25.33	03/12/2014	M	6,586	09/13/2008	12/09/2014	Common Stock	6,586	
2002 Plan Option (2)	\$ 14.32	03/12/2014	M	8,631	11/19/2010	12/09/2014	Common Stock	8,631	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER RICHARD J 200 INNOVATION WAY AKRON, OH 44316-0001	X		Chairman of the Bd, CEO & Pres	

Signatures

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

03/14/2014

**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 March 12, 2014 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of common stock granted under the 2002 Performance Plan.
- (3) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/26/2009).

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