

GOODYEAR TIRE & RUBBER CO /OH/

Form 4

March 08, 2007

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 *
KRAMER RICHARD J

(Last) (First) (Middle)

**THE GOODYEAR TIRE &
RUBBER COMPANY, 1144 EAST
MARKET STREET**

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**GOODYEAR TIRE & RUBBER CO
/OH/ [GT]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec Vice Pres & Chf Fin Ofcr

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 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	03/06/2007		F ⁽¹⁾		3,146	D	\$ 28.03 <u>(1)</u>
Common Stock	03/06/2007		M ⁽²⁾		4,000	A	\$ 22.05 <u>(2)</u>
Common Stock	03/06/2007		F ⁽³⁾		8,653	D	\$ 28.03 <u>(3)</u>

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Common Stock	03/06/2007	M ⁽⁴⁾	11,000	A	\$ 22.05 (4)	43,414	D	
Common Stock	03/06/2007	F ⁽⁵⁾	7,569	D	\$ 28.03 (5)	35,845	D	
Common Stock	03/06/2007	M ⁽⁶⁾	12,000	A	\$ 17.68 (6)	46,418	D	
Common Stock	03/06/2007	F ⁽⁷⁾	2,182	D	\$ 28.03 (7)	44,236	D	
Common Stock	03/06/2007	M ⁽⁸⁾	2,775	A	\$ 22.05 (8)	46,820	D	
Common Stock	03/06/2007	F ⁽⁹⁾	4,160	D	\$ 28.03 (9)	42,660	D	
Common Stock	03/06/2007	M ⁽¹⁰⁾	7,500	A	\$ 15.55 (10)	49,084	D	
Common Stock	03/06/2007	F ⁽¹¹⁾	1,062	D	\$ 28.03 (11)	48,022	D	
Common Stock	03/06/2007	M ⁽¹²⁾	3,750	A	\$ 7.94 (12)	50,906	D	
Common Stock	03/06/2007	F ⁽¹³⁾	2,526	D	\$ 28.03 (13)	48,380	D	
Common Stock	03/06/2007	M ⁽¹⁴⁾	10,400	A	\$ 6.81 (14)	56,244	D	
Common Stock						204 ⁽¹⁵⁾	I	401(k) Plan ⁽¹⁶⁾

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1997 Plan Option (17)	\$ 22.05	03/06/2007	M				4,000	(18)	12/03/2011	Common Stock	4,000
1997 Plan Option (19)	\$ 28.03	03/06/2007	A			3,146		03/06/2008	12/03/2011	Common Stock	3,146
1997 Plan Option (20)	\$ 22.05	03/06/2007	M				11,000	(18)	12/03/2011	Common Stock	11,000
1997 Plan Option (21)	\$ 28.03	03/06/2007	A			9,431		03/06/2008	12/03/2011	Common Stock	9,431
1997 Plan Option (22)	\$ 17.68	03/06/2007	M				12,000	(18)	12/04/2010	Common Stock	12,000
1997 Plan Option (21)	\$ 28.03	03/06/2007	A			8,996		03/06/2008	12/04/2010	Common Stock	8,996
1997 Plan Option (23)	\$ 22.05	03/06/2007	M				2,775	(18)	12/03/2011	Common Stock	2,775
1997 Plan Option (21)	\$ 28.03	03/06/2007	A			2,373		03/06/2008	12/03/2011	Common Stock	2,373
2002 Plan Option (24)	\$ 15.55	03/06/2007	M				7,500	(18)	08/06/2012	Common Stock	7,500
2002 Plann Option	\$ 28.03	03/06/2007	A			5,236		03/06/2008	08/06/2012	Common Stock	5,236

(21)

2002

Plan
Option
(25)

\$ 7.94

03/06/2007

M

3,750

(18)

12/03/2012

Common
Stock

3,750

2002

Plan
Option
(21)

\$ 28.03

03/06/2007

A

1,928

03/06/2008

12/03/2012

Common
Stock

1,928

2002

Plan
Option
(26)

\$ 6.81

03/06/2007

M

10,400

(18)

12/02/2013

Common
Stock

10,400

2002

Plan
Option
(21)

\$ 28.03

03/06/2007

A

5,062

03/06/2008

12/02/2013

Common
Stock

5,062

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

KRAMER RICHARD J
THE GOODYEAR TIRE & RUBBER COMPANY
1144 EAST MARKET STREET
AKRON, OH 44316-0001

Exec Vice Pres & Chf Fin Ofcr

Signatures

/s/ Bertram Bell, 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.

03/08/2007

____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) 3,146 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$22.05 per share for 4,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (2) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (3) 8,653 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$22.05 per share for 11,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (4) 11,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 8,653 shares valued in accordance with the 1997 Plan. In addition, 778 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (5) 7,569 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$17.68 per share for 12,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.

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- (6) 12,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 7,569 shares valued in accordance with the 1997 Plan. In addition, 1,427 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (7) 2,182 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$22.05 per share for 2,775 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (8) 2,775 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 2,182 shares valued in accordance with the 1997 Plan. In addition, 191 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (9) 4,160 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$15.55 per share for 7,500 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (10) 7,500 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 4,160 shares valued in accordance with the 2002 Plan. In addition, 1,076 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (11) 1,062 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$7.94 per share for 3,750 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (12) 3,750 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 1,062 shares valued in accordance with the 2002 Plan. In addition, 866 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (13) 2,526 previously owned shares having a market value of \$28.03 per share were delivered in payment of the option price of \$6.81 per share for 10,400 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (14) 10,400 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 2,526 shares valued in accordance with the 2002 Plan. In addition, 2,536 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 15,253 shares.
- (15) 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, a 401(k) Plan (the "Savings Plan"), as of the date of this statement as reported by the Plan Trustee.
- (16) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (17) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (18) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (19) Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price.
- (20) Exercise of Non-Qualified Stock Option granted on 12/3/2001 under the 1997 Plan.
- (21) Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price and withheld to pay Federal withholding taxes.
- (22) Exercise of Non-Qualified Stock Option granted on 12/4/2000 under the 1997 Plan.
- (23) Exercise of Non-Qualified Stock Option granted on 12/3/2001 under the 1997 Plan.
- (24) Exercise of Non-Qualified Stock Option granted on 8/6/2002 under the 2002 Plan.
- (25) Exercise of Non-Qualified Stock Option granted on 12/03/2002 under the 2002 Plan.
- (26) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.

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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