

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 16, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HARVIE C THOMAS

(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)
03/14/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr Vice Pres, Gen Cnsl & Sec'y

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 | 03/14/2007 | | F ⁽¹⁾ | | 3,180 | D | \$ 27.74 <u>(1)</u> |
| Common Stock | 03/14/2007 | | M ⁽²⁾ | | 4,000 | A | \$ 22.05 <u>(2)</u> |
| Common Stock | 03/14/2007 | | F ⁽³⁾ | | 1,763 | D | \$ 27.74 <u>(3)</u> |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--------------------|----------------------|---|-------------------------------|
| Common Stock | 03/14/2007 | M ⁽⁴⁾ | 3,900 | A | \$ 12.54 (4) | 39,586 | D | |
| Common Stock | 03/14/2007 | F ⁽⁵⁾ | 3,187 | D | \$ 27.74 (5) | 36,399 | D | |
| Common Stock | 03/14/2007 | M ⁽⁶⁾ | 5,000 | A | \$ 17.68 (6) | 41,399 | D | |
| Common Stock | | | | | | 1,668 ⁽⁷⁾ | I | 401(k) Plan ⁽⁸⁾ |

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 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 | |
| 1997 Plan Option ⁽²⁾ | \$ 22.05 | 03/14/2007 | | M | | 4,000 | ⁽⁹⁾ 12/03/2011 | Common Stock | 4,000 |
| 1997 Plan Option ⁽¹⁰⁾ | \$ 27.74 | 03/14/2007 | | A | | 3,180 | 03/14/2008 12/03/2011 | Common Stock | 3,180 |
| 2002 Plan Option ⁽⁴⁾ | \$ 12.54 | 03/14/2007 | | M | | 3,900 | ⁽⁹⁾ 12/09/2014 | Common Stock | 3,900 |
| 2002 Plan Option | \$ 27.74 | 03/14/2007 | | A | | 1,763 | 03/14/2008 12/09/2014 | Common Stock | 1,763 |

| | | | | | | | | | |
|---------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|--|
| <u>(10)</u> | | | | | | | | | |
| 1997 Plan Option <u>(11)</u> | \$ 17.68 | 03/14/2007 | M | 5,000 | <u>(9)</u> | 12/04/2010 | Common Stock | 5,000 | |
| 1997 Plan Option <u>(10)</u> | \$ 27.74 | 03/14/2007 | A | 3,187 | 03/14/2008 | 12/04/2010 | Common Stock | 3,187 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARVIE C THOMAS THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001 | | | Sr Vice Pres, Gen Cnsl & Sec'y | |

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of C Thomas Harvie pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/16/2007

__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) 3,180 previously owned shares having a market value of \$27.74 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 12/03/2001 under the 1997 Plan.
- (3) 1,763 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$12.54 per share for 3,900 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (4) Exercise of Incentive Stock Option granted on 12/09/2004 under the 2002 Plan.
- (5) 3,187 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$17.68 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (6) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 4,770 shares.
- (7) 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.
- (8) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (9) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (10) 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.
- (11) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 Plan.

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