

GOODYEAR TIRE & RUBBER CO /OH/
Form 3
January 11, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Kihn Jean Claude
(Last) (First) (Middle)

1144 EAST MARKET STREET
(Street)

AKRON,Â OHÂ 44316
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/01/2008

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)
Sr VP & Chief Technical Ofcr

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)

Common Stock

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

0

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

D Â

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

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

SEC 1473 (7-02)

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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)

Date Exercisable Expiration
Date Date

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

Title Amount or
Number of

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)

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				Shares		(I) (Instr. 5)	
1997 Plan Option <u>(1)</u>	12/04/2001 <u>(2)</u>	12/04/2010	Common Stock	2,940	\$ 17.68	D	Â
1997 Plan SAR <u>(3)</u>	12/04/2001 <u>(2)</u>	12/04/2010	Common Stock	2,940	\$ 17.68	D	Â
1997 Plan Option <u>(1)</u>	12/03/2002 <u>(2)</u>	12/03/2011	Common Stock	3,920	\$ 22.05	D	Â
1997 Plan SAR <u>(3)</u>	12/03/2002 <u>(2)</u>	12/03/2011	Common Stock	3,920	\$ 22.05	D	Â
2002 Plan Option <u>(4)</u>	12/03/2003 <u>(2)</u>	12/03/2012	Common Stock	4,200	\$ 7.94	D	Â
2002 Plan SAR <u>(5)</u>	12/03/2003 <u>(2)</u>	12/03/2012	Common Stock	4,200	\$ 7.94	D	Â
2002 Plan Option <u>(4)</u>	12/02/2004 <u>(2)</u>	12/02/2013	Common Stock	7,000	\$ 6.81	D	Â
2002 Plan SAR <u>(5)</u>	12/02/2004 <u>(2)</u>	12/02/2013	Common Stock	7,000	\$ 6.81	D	Â
2002 Plan Option <u>(4)</u>	12/09/2005 <u>(2)</u>	12/09/2014	Common Stock	7,000	\$ 12.54	D	Â
2002 Plan SAR <u>(5)</u>	12/09/2005 <u>(2)</u>	12/09/2014	Common Stock	7,000	\$ 12.54	D	Â
2005 Plan Option <u>(6)</u>	12/06/2006 <u>(2)</u>	12/06/2015	Common Stock	2,500	\$ 17.15	D	Â
2005 Plan SAR <u>(7)</u>	12/06/2006 <u>(2)</u>	12/06/2015	Common Stock	2,500	\$ 17.15	D	Â
2005 Plan Option <u>(6)</u>	02/27/2008 <u>(2)</u>	02/27/2017	Common Stock	3,500	\$ 24.71	D	Â
2005 Plan SAR <u>(7)</u>	02/27/2008 <u>(2)</u>	02/27/2017	Common Stock	3,500	\$ 24.71	D	Â
2005 Plan Performance Units <u>(8)</u>	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	3,000 <u>(9)</u>	\$ <u>(8)</u>	D	Â
2005 Plan Performance Units <u>(10)</u>	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	4,200 <u>(11)</u>	\$ <u>(10)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kihn Jean Claude 1144 EAST MARKET STREET AKRON, OH 44316	Â	Â	Â Sr VP & Chief Technical Ofcr	Â

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Jean-Claude Kihn pursuant to a Power of Attorney dated 1/7/08, a copy of which is filed herewith.

01/11/2008

__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) Non-Qualified Stock Option in respect of shares of common stock granted under the 1997 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (2) The option vests and becomes exercisable in 25% increments over four years commencing on the date indicated, which is one year after the date of grant.
- (3) SARs granted in tandem with the 1997 Plan Option which are automatically cancelled upon the exercise of the related option.
- (4) Non-Qualified Stock Option in respect of shares of common stock granted under the 2002 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (5) SARs granted in tandem with the 2002 Plan Option which are automatically cancelled upon the exercise of the related option.
- (6) Non-Qualified Stock Option in respect of shares of common stock granted under the 2005 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (7) SARs granted in tandem with the 2005 Plan Option which are automatically cancelled upon the exercise of the related option.
- (8) Performance Unit Grant of a maximum of 6,000 Units (200% of the base number of Units) granted on February 22, 2006 under the 2005 Performance Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2009. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 6,000 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net debt target over the 3-year period ending December 31, 2008.
- (9) A maximum of 3,000 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (10) Performance Unit Grant of a maximum of 8,400 Units (200% of the base number of Units) granted on February 27, 2007 under the 2005 Performance Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2010. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 8,400 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow target over the 3-year period ending December 31, 2009.
- (11) A maximum of 4,200 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.

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.