

GOODYEAR TIRE & RUBBER CO /OH/
Form 3
March 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â NOECHEL RICHARD J		(Month/Day/Year)	GOODYEAR TIRE & RUBBER CO /OH/ [GT]	
(Last)	(First)	(Middle)	03/01/2008	
1144 EAST MARKET STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
AKRON,Â OHÂ 44316			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President & Controller	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,200	D	Â

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
2002 Plan Option ⁽¹⁾	10/05/2005 ⁽²⁾	10/05/2014	Common Stock	15,000	\$ 11.19	D	Â
2002 Plan Option ⁽³⁾	12/09/2005 ⁽²⁾	12/09/2014	Common Stock	7,000	\$ 12.54	D	Â
2005 Plan Option ⁽⁴⁾	12/06/2006 ⁽²⁾	12/06/2015	Common Stock	5,000	\$ 17.15	D	Â
2005 Plan Option ⁽⁴⁾	02/27/2008 ⁽²⁾	02/27/2017	Common Stock	5,000	\$ 24.71	D	Â
2005 Plan Option ⁽⁴⁾	02/21/2009 ⁽²⁾	02/21/2018	Common Stock	10,087	\$ 26.74	D	Â
2005 Plan Performance Units ⁽⁵⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	3,357 ⁽⁶⁾	\$ 0	D	Â
2005 Plan Performance Units ⁽⁷⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	1,000 ⁽⁸⁾	\$ 0	D	Â
2005 Plan Performance Units ⁽⁹⁾	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	6,000 ⁽¹⁰⁾	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOECHEL RICHARD J 1144 EAST MARKET STREET AKRON, OH 44316	Â	Â	Â Vice President & Controller	Â

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Richard J Noechel pursuant to a Power of Attorney dated 3/4/08, a copy of which is filed herewith.

03/11/2008

__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 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (2) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (3) Incentive Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (4) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan of The Goodyear Tire & Rubber Company.
- (5)

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Performance Unit Grant of a maximum of 6,714 Units (200% of the base number of Units) granted on February 21, 2008 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, 2011. 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 6,714 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt target over the 3-year period ending December 31, 2010.

- (6) A maximum of 3,357 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.

Performance Unit Grant of a maximum of 2,000 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 2,000 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt target over the 3-year period ending December 31, 2008.

- (7) A maximum of 1,000 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.

Performance Unit Grant of a maximum of 12,000 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 12,000 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt target over the 3-year period ending December 31, 2009.

- (8) A maximum of 6,000 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.

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