

SULLIVAN G CRAIG
Form 4
January 05, 2009

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 *
SULLIVAN G CRAIG

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)
1221 BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

OAKLAND, CA 94612
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 01/02/2009 | A | 3,648.2 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,648.2 \$ |
| ODEPP Units ⁽⁴⁾ | <u>(5)</u> | 01/02/2009 | A | 3,264.2 | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,264.2 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN G CRAIG 1221 BROADWAY OAKLAND, CA 94612 | | | X | |

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of G Craig Sullivan pursuant to a Power of Attorney dated 04/11/06, a copy of which has been previously filed with the SEC.

01/05/2009

__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) Restricted Stock Units ("RSU"), each equivalent to a share of the common stock of the Company and payable only in common stock, awarded pursuant to the Company's Outside Directors' Equity Participation Plan, as amended (the "Plan"), and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.
- (2) Each RSU was valued at the fair market value (the closing market price on the NYSE) on the Transaction Date. Each RSU will be converted to a share of common stock on fifth business day of the calendar quarter following the quarter of the Director's separation from Board service.
- (3) Total RSUs accrued to the Equity Participation Account of the reporting person as of the date of this statement.
- (4) Units, each equivalent to a share of the common stock of the Company and payable only in cash, awarded pursuant to the Plan and accrued, pursuant to an election by the reporting person, to the Retainer Deferral Account of the reporting person in accordance with the Plan.
- (5) Each unit was valued at the fair market value (the closing market price on the NYSE) on the Transaction Date. Each unit will be converted to a dollar amount at the fair market value a share of common stock on the later of (i) the first business day of the seventh month following the month during which such Director terminated his or her service as a member of the Board, or (ii) the fifth business day of the calendar year following the calendar year during which such Director terminated his or her service as a member of the Board.
- (6) Total units accrued to the Retainer Deferral Account of the reporting person as of the date of this statement. The reporting person also has 9,321.4 ODEPP units in the Equity Participation Account.

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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