

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) Other (specify below)
Exec Vice Pres & Chf Fin Ofcr

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

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 <u>(17)</u> | \$ 22.05 | 03/06/2007 | M | | | 4,000 | <u>(18)</u> | 12/03/2011 | Common Stock | 4,000 |
| 1997 Plan Option <u>(19)</u> | \$ 28.03 | 03/06/2007 | A | | 3,146 | | 03/06/2008 | 12/03/2011 | Common Stock | 3,146 |
| 1997 Plan Option <u>(20)</u> | \$ 22.05 | 03/06/2007 | M | | | 11,000 | <u>(18)</u> | 12/03/2011 | Common Stock | 11,000 |
| 1997 Plan Option <u>(21)</u> | \$ 28.03 | 03/06/2007 | A | | 9,431 | | 03/06/2008 | 12/03/2011 | Common Stock | 9,431 |
| 1997 Plan Option <u>(22)</u> | \$ 17.68 | 03/06/2007 | M | | | 12,000 | <u>(18)</u> | 12/04/2010 | Common Stock | 12,000 |
| 1997 Plan Option <u>(21)</u> | \$ 28.03 | 03/06/2007 | A | | 8,996 | | 03/06/2008 | 12/04/2010 | Common Stock | 8,996 |
| 1997 Plan Option <u>(23)</u> | \$ 22.05 | 03/06/2007 | M | | | 2,775 | <u>(18)</u> | 12/03/2011 | Common Stock | 2,775 |
| 1997 Plan Option <u>(21)</u> | \$ 28.03 | 03/06/2007 | A | | 2,373 | | 03/06/2008 | 12/03/2011 | Common Stock | 2,373 |
| 2002 Plan Option <u>(24)</u> | \$ 15.55 | 03/06/2007 | M | | | 7,500 | <u>(18)</u> | 08/06/2012 | Common Stock | 7,500 |
| 2002 Plan 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. 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.