Kihn Jean Claude Form 4 November 20, 2009

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kihn Jean Claude Issuer Symbol GOODYEAR TIRE & RUBBER CO (Check all applicable) /OH/ [GT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 1144 EAST MARKET STREET 11/18/2009 Sr VP & Chief Technical Ofcr (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting AKRON, OH 44316 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Owned Ownership (Month/Day/Year) (Instr. 8) (D) or

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 219 (1) Ι Stock \$ Common 14.57  $F^{(3)}$ 73 D 11/18/2009 2,427 D Stock (3) Common \$ 6.81  $M^{(4)}$ 3.800 3,873 D 11/18/2009 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Following

Reported

Indirect (I)

(Instr. 4)

(Instr. 4)

401(k)

Plan (2)

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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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Plan Option	\$ 6.81	11/18/2009		M		3,800	<u>(6)</u>	12/02/2013	Common Stock	3,800
2002 Plan Option	\$ 14.57	11/18/2009		A	2,427		11/18/2010	12/02/2013	Common Stock	2,427

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Kihn Jean Claude

1144 EAST MARKET STREET Sr VP & Chief Technical Ofcr AKRON, OH 44316

## **Signatures**

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Jean-Claude Kihn pursuant to a Power of Attorney dated 1/7/08, a copy of which has been previously filed with the SEC.

11/20/2009

\*\*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) 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, as of November 18, 2009 as reported by the Plan Trustee.
- (2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (3) 1,775 previously owned shares having a market value of \$14.57 per share were delivered in payment of the option price of \$6.81 per share for 3,800 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan"). In

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addition, 652 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant agreement.

- (4) 3,800 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 1,373 shares.
- (5) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.
- (6) The option vested and became exercisable in 25% increments over four years commencing one year after the date of the grant.
- Pursuant to the terms of the 2002 Plan and option grant agreement, 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.

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.