

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
February 25, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ANDERSSON CURT J

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)
1144 EAST MARKET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., NAT

AKRON, OH 44316-0001

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

(City) (State) (Zip)

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)
Common Stock ⁽¹⁾	02/23/2010		A	V	62,794 \$ 0.01	A	D

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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
2008 Plan Performance Share Units ⁽²⁾	<u>(2)</u>	02/23/2010		A	12,951	<u>(2)</u> <u>(2)</u>	Common Stock	12,951
2008 Plan Option ⁽³⁾	\$ 12.74	02/23/2010		A	94,554	<u>(4)</u> 02/23/2020	Common Stock	94,554

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSSON CURT J 1144 EAST MARKET STREET AKRON, OH 44316-0001			Pres., NAT	

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Curt J Andersson pursuant to a Power of Attorney dated 2/17/10, a copy of which has been previously filed with the SEC.

02/25/2010

**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 grant under the 2008 Performance Plan of The Goodyear Tire & Rubber Company. The shares of common stock will vest on February 23, 2013.

Performance Unit Grant of a maximum of 12,951 units (150% of the base number of Units granted) under the 2008 Performance Plan, contingently payable (to the extent earned) 100% in shares of Common Stock, in February, 2013. The grantee may elect to defer (in

(2) Common Stock equivalents) all or a portion of the grant earned. Amounts deferred will be paid in shares of Common Stock. The number of Units paid, which can be zero to 12,951 Units, depends 50% on the attainment of a net income target and 50% on the attainment of a cash flow target over a 1-year period ending December 31, 2010.

(3) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.

(4) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.

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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