

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
September 28, 2007

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 *
GINGO JOSEPH M

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Exec Vice Pres & Chf Tech Ofcr

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2007

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

AKRON, OH 44316-0001

(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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 09/26/2007 | | F ⁽¹⁾ | 2,965 | D | \$ 29.81 | 17,914 | D |
| | | | | | | (1) | | |
| Common Stock | 09/26/2007 | | M ⁽²⁾ | 5,000 | A | \$ 17.68 | 22,914 | D |
| | | | | | | (2) | | |
| Common Stock | 09/26/2007 | | F ⁽³⁾ | 4,550 | D | \$ 29.81 | 18,364 | D |
| | | | | | | (3) | | |

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| | | | | | | | | |
|--------------|------------|--------------------------|-------|---|---------------------------------------|---------------------|---|--------------------------------|
| Common Stock | 09/26/2007 | <u>M</u> ⁽⁴⁾ | 5,950 | A | \$ <u>17.68</u> ⁽⁴⁾ | 24,314 | D | |
| Common Stock | 09/26/2007 | <u>F</u> ⁽⁵⁾ | 3,961 | D | \$ <u>29.81</u> ⁽⁵⁾ | 20,353 | D | |
| Common Stock | 09/26/2007 | <u>M</u> ⁽⁶⁾ | 5,250 | A | \$ <u>17.15</u> ⁽⁶⁾ | 25,603 | D | |
| Common Stock | 09/26/2007 | <u>F</u> ⁽⁷⁾ | 1,474 | D | \$ <u>29.81</u> ⁽⁷⁾ | 24,129 | D | |
| Common Stock | 09/26/2007 | <u>M</u> ⁽⁸⁾ | 3,505 | A | \$ <u>12.54</u> ⁽⁸⁾ | 27,634 | D | |
| Common Stock | 09/26/2007 | <u>F</u> ⁽⁹⁾ | 5,919 | D | \$ <u>29.81</u> ⁽⁹⁾ | 21,715 | D | |
| Common Stock | 09/27/2007 | <u>M</u> ⁽¹⁰⁾ | 8,900 | A | \$ <u>12.54</u> ⁽¹⁰⁾ | 30,615 | D | |
| Common Stock | 09/26/2007 | <u>F</u> ⁽¹¹⁾ | 2,592 | D | \$ <u>29.81</u> ⁽¹¹⁾ | 28,023 | D | |
| Common Stock | 09/26/2007 | <u>M</u> ⁽¹²⁾ | 4,500 | A | \$ <u>7.94</u> ⁽¹²⁾ | 32,523 | D | |
| Common Stock | 09/26/2007 | <u>F</u> ⁽¹³⁾ | 3,324 | D | \$ <u>29.81</u> ⁽¹³⁾ | 29,199 | D | |
| Common Stock | 09/26/2007 | <u>M</u> ⁽¹⁴⁾ | 6,000 | A | \$ <u>6.81</u> ⁽¹⁴⁾ | 35,199 | D | |
| Common Stock | | | | | | 2,284 | I | By Spouse |
| Common Stock | | | | | | 845 ⁽¹⁵⁾ | I | 401(k) Plan ⁽¹⁶⁾ |

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

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(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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 1997 Plan Option <u>(17)</u> | \$ 17.68 | 09/26/2007 | | M | | 5,000 | | <u>(18)</u> | 12/04/2010 | Common Stock | 5,000 |
| 1997 Plan Option <u>(19)</u> | \$ 29.81 | 09/26/2007 | | A | | 2,965 | | 09/26/2008 | 12/04/2010 | Common Stock | 2,965 |
| 1997 Plan Option <u>(20)</u> | \$ 17.68 | 09/26/2007 | | M | | 5,950 | | <u>(18)</u> | 12/04/2010 | Common Stock | 5,950 |
| 1997 Plan Option <u>(21)</u> | \$ 29.81 | 09/26/2007 | | A | | 4,550 | | 09/26/2008 | 12/04/2010 | Common Stock | 4,550 |
| 2005 Plan Option <u>(22)</u> | \$ 17.15 | 09/26/2007 | | M | | 5,250 | | <u>(18)</u> | 12/06/2015 | Common Stock | 5,250 |
| 2005 Plan Option <u>(21)</u> | \$ 29.81 | 09/26/2007 | | A | | 3,961 | | 09/26/2008 | 12/06/2015 | Common Stock | 3,961 |
| 2002 Plan Option <u>(23)</u> | \$ 12.54 | 09/26/2007 | | M | | 3,505 | | <u>(18)</u> | 12/09/2014 | Common Stock | 3,505 |
| 2002 Plan Option <u>(19)</u> | \$ 29.81 | 09/26/2007 | | A | | 1,474 | | 09/26/2008 | 12/09/2014 | Common Stock | 1,474 |
| 2002 Plan Option <u>(24)</u> | \$ 12.54 | 09/26/2007 | | M | | 8,900 | | <u>(18)</u> | 12/09/2014 | Common Stock | 8,900 |

| | | | | | | | | |
|--------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| 2002 Plan Option (21) | \$ 29.81 | 09/26/2007 | A | 5,919 | 09/26/2008 | 12/09/2014 | Common Stock | 5,919 |
| 2002 Plan Option (25) | \$ 7.94 | 09/26/2007 | M | 4,500 | (18) | 12/03/2012 | Common Stock | 4,500 |
| 2002 Plan Option (21) | \$ 29.81 | 09/26/2007 | A | 2,592 | 09/26/2008 | 12/03/2012 | Common Stock | 2,592 |
| 2002 Plan Option (26) | \$ 6.81 | 09/26/2007 | M | 6,000 | (18) | 12/02/2013 | Common Stock | 6,000 |
| 2002 Plan Option (21) | \$ 29.81 | 09/26/2007 | A | 3,324 | 09/26/2008 | 12/02/2013 | Common Stock | 3,324 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GINGO JOSEPH M THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001 | | | Exec Vice Pres & Chf Tech Ofcr | |

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Joseph M Gingo pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

09/28/2007

**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) 2,965 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$17.68 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
 - (2) 5,000 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 1997 Plan.
 - (3) 3,528 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$17.68 per share for 5,950 shares acquired pursuant to the exercise of an option granted under the 1997 Plan. In addition, 1,022 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
 - (4) 5,950 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan.

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- (5) 3,020 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$17.15 per share for 5,250 shares acquired pursuant to the exercise of an option granted under the 2005 Plan. In addition, 941 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant.
- (6) 5,250 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan.
- (7) 1,474 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$12.54 per share for 3,505 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (8) 3,505 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 2002 Plan.
- (9) 3,743 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$12.54 per share for 8,900 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 2,176 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (10) 8,900 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (11) 1,198 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$7.94 per share for 4,500 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,394 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (12) 4,500 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (13) 1,370 previously owned shares having a market value of \$29.81 per share were delivered in payment of the option price of \$6.81 per share for 6,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,954 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (14) 6,000 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 14,320 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 September 26, 2007 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 12/4/2000 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 12/04/2000 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 12/6/2005 under the 2005 Plan.
- (23) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (24) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (25) Exercise of Non-Qualified Stock Option granted on 12/3/2002 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.