

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
April 03, 2008

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 *
BREEN JOHN G

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2008

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

THE SHERWIN-WILLIAMS
CO, 101 PROSPECT AVENUE, NW
(Street)

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

CLEVELAND, OH 44115

(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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
ODEPP Units ⁽¹⁾	<u>(2)</u>	04/01/2008	A		78.3		<u>(2)</u>	<u>(2)</u>	Common Stock	78.3	\$ 26.6 <u>(2)</u>
ODEPP Units	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREEN JOHN G THE SHERWIN-WILLIAMS CO 101 PROSPECT AVENUE, NW CLEVELAND, OH 44115			X	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of John G Breen pursuant to a Power of Attorney dated 10/01/02, a copy of which has been previously filed with the SEC.

04/03/2008

__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).

Units, each equivalent to a hypothetical share of the common stock of the Company and payable only in cash, awarded pursuant to the (1) Company's Outside Directors' Equity Participation Plan (the "Plan") and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.

(2) Each unit was valued at the fair market value (the average of the high and low sale prices on the NYSE) on the Transaction Date. Each unit will be converted to a dollar amount at the fair market value of a share of common stock on the Conversion Date as specified in the Plan. Each unit accrued to a Plan Account receives dividend equivalents (converted into units) until the Conversion Date. After the Conversion Date until paid, the units will accrue interest as provided in the Plan.

(3) Total units held in the Mandatory Deferral Account of the reporting person as of the date of this statement.

(4) In addition to the units in the Equity Participation Account, there are 25,883.3 total units in the Retainer Deferral Account of the reporting person on the Transaction Date as a result of the prior deferral of retainer and/or meeting fees in accordance with the Plan.

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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