

Audia Damon J
 Form 3
 December 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Audia Damon J | | (Month/Day/Year) | GOODYEAR TIRE & RUBBER CO /OH/ [GT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1144 EAST MARKET STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| AKRON, Â OH Â 44316 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Sr VP of Finance and Treasurer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,276 | D | Â |
| Common Stock | 165 ⁽¹⁾ | I | 401(k) Plan ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|-------------------|--------------|----------------------------|----------|---------------------------------------|---|
| 2002 Plan Option ⁽³⁾ | 12/09/2005 ⁽⁴⁾ | 12/09/2014 | Common Stock | 1,950 | \$ 12.54 | D | Â |
| 2002 Plan Option ⁽⁵⁾ | 12/09/2005 ⁽⁴⁾ | 12/09/2014 | Common Stock | 100 | \$ 12.54 | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 12/06/2006 ⁽⁴⁾ | 12/06/2015 | Common Stock | 1,525 | \$ 17.15 | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 02/27/2008 ⁽⁴⁾ | 02/27/2017 | Common Stock | 2,750 | \$ 24.71 | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 04/10/2008 ⁽⁴⁾ | 04/10/2017 | Common Stock | 10,000 | \$ 32.88 | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 02/21/2009 ⁽⁴⁾ | 02/21/2018 | Common Stock | 11,713 | \$ 26.74 | D | Â |
| 2005 Plan Performance Units ⁽⁷⁾ | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 6,000 ⁽⁸⁾ | \$ 0 | D | Â |
| 2005 Plan Performance Units ⁽⁹⁾ | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 7,000 ⁽¹⁰⁾ | \$ 0 | D | Â |
| 2005 Plan Performance Units ⁽¹¹⁾ | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | Common Stock | 7,116 ⁽¹²⁾ | \$ 0 | D | Â |
| 2005 Plan Reload Options ⁽¹³⁾ | 03/13/2008 | 12/06/2015 | Common Stock | 471 | \$ 28.6 | D | Â |
| 2002 Plan Reload Options ⁽¹³⁾ | 12/17/2008 | 12/09/2014 | Common Stock | 917 | \$ 26.66 | D | Â |
| 2005 Plan Reload Options ⁽¹³⁾ | 12/17/2008 | 12/06/2015 | Common Stock | 266 | \$ 26.66 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Audia Damon J 1144 EAST MARKET STREET AKRON, OH 44316 | Â | Â | Â Sr VP of Finance and Treasurer | Â |

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Damon J Audia pursuant to a Power of Attorney dated 12/16/08, a copy of which is filed herewith.

12/19/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 (the "Savings Plan"), as of December 12, 2008 as reported by the Plan Trustee.
- (2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (3) Incentive Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (4) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (5) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (6) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan of The Goodyear Tire & Rubber Company.
- (7) Performance Unit Grant of a maximum of 6,000 Units (200% of the base number of Units) granted on February 22, 2006 under the 2005 Performance Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2009. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 6,000 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt, target over the 3-year period ending December 31, 2008.
- (8) A maximum of 3,000 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (9) Performance Unit Grant of a maximum of 7,000 Units (200% of the base number of Units) granted on February 27, 2007 under the 2005 Performance Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2010. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 7,000 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt, target over the 3-year period ending December 31, 2009.
- (10) A maximum of 3,500 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (11) Performance Unit Grant of a maximum of 7,116 Units (200% of the base number of Units) granted on February 21, 2008 under the 2005 Performance Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2011. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 7,116 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net of debt, target over the 3-year period ending December 31, 2010.
- (12) A maximum of 3,558 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (13) Pursuant to the terms of the related plan, a reload (non-qualified) stock option was granted for the number of shares tendered in payment of the option exercise price and any tax withholding obligations.

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.