

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
June 04, 2013

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 *
NOECHEL RICHARD 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)
200 INNOVATION WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President and Controller

AKRON, OH 44316
(City) (State) (Zip)

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

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		
				Code	V	Amount	
Common Stock	05/31/2013		F(1)		9,628	D	
					\$ 15.45		
					(1)		
Common Stock	05/31/2013		M		11,250	A	
					\$ 11.19		
					18,601		D

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 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
2002 Plan Option <u>(2)</u>	\$ 11.19	05/31/2013		M	11,250	<u>(3)</u> 10/05/2014		Common Stock	11,250
2002 Plan Option <u>(4)</u>	\$ 15.45	05/31/2013		A	9,628	05/31/2014 10/05/2014		Common Stock	9,628

Reporting Owners

Reporting Owner Name / Address	Relationships
NOECHEL RICHARD J 200 INNOVATION WAY AKRON, OH 44316	Director 10% Owner Officer Vice President and Controller

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Richard J Noechel pursuant to a Power of Attorney dated 3/4/08, a copy of which has been previously filed with the SEC.

06/04/2013

__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).

- 8,147 previously owned shares having a market value of \$15.45 per share were delivered in payment of the option price of \$11.19 per share for 11,250 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan"). In addition, 1,481 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and the option grant agreement.
- (1) share for 11,250 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan"). In addition, 1,481 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and the option grant agreement.
 - (2) Exercise of Non-Qualified Stock Option granted on 10/5/2004 under the 2002 Plan.
 - (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant.
 - (4) Pursuant to the terms of the 2002 Plan and the option 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.

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