

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
March 04, 2014

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 *
Ruocco Joseph B

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)
02/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Global Human Res

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/28/2014		M		30,133	A	\$ 21.08
Common Stock	02/28/2014		F		26,819	D	\$ 26.8129
Common Stock	02/28/2014		M		12,504	A	\$ 12.74
Common Stock	02/28/2014		F		9,093	D	\$ 26.8129
	02/28/2014		M		12,620	A	\$ 13.91

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Common Stock							
Common Stock	02/28/2014	F	9,466	D	\$ 26.8129 <u>(1)</u>	111,933	D
Common Stock	02/28/2014	M	14,352	A	\$ 12.94	126,285	D
Common Stock	02/28/2014	F	10,494	D	\$ 26.8129 <u>(1)</u>	115,791	D
Common Stock	02/28/2014	M	15,967	A	\$ 12.98	131,758	D
Common Stock	02/28/2014	F	11,687	D	\$ 26.8129 <u>(1)</u>	120,071	D
Common Stock	02/28/2014	S	13,217	D	\$ 26.8129 <u>(1)</u>	106,854	D

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)

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
2008 Plan Option <u>(2)</u>	\$ 21.08	02/28/2014		M	30,133	08/05/2012 ⁽³⁾	08/05/2018	Common Stock	30,133
2008 Plan Option <u>(2)</u>	\$ 12.74	02/28/2014		M	12,504	02/23/2014 ⁽⁴⁾	02/23/2020	Common Stock	12,504

2008 Plan Option (2)	\$ 13.91	02/28/2014	M	12,620	02/22/2014 ⁽⁵⁾	02/22/2021	Common Stock	12,620
2008 Plan Option (2)	\$ 12.94	02/28/2014	M	14,352	02/27/2014 ⁽⁶⁾	02/27/2022	Common Stock	14,352
2008 Plan Option (2)	\$ 12.98	02/28/2014	M	15,967	02/28/2014 ⁽⁷⁾	02/28/2023	Common Stock	15,967

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ruocco Joseph B 200 INNOVATION WAY AKRON, OH 44316			Sr VP, Global Human Res	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Joseph B Ruocco pursuant to a Power of Attorney dated 08/01/08, a copy of which has been previously filed with the SEC.

03/04/2014

__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).

This transaction was executed in multiple trades at prices ranging from \$26.69 to \$27.07. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (1) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.
- (2) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (8/5/2008).
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/23/2010).
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/22/2011).
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2012).
- (6) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/28/2013).

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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