

GOODYEAR TIRE & RUBBER CO /OH/
 Form 4
 July 02, 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 *
WELLS DARREN R

(Last) (First) (Middle)

**THE GOODYEAR TIRE &
 RUBBER COMPANY, 200
 INNOVATION WAY**

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOODYEAR TIRE & RUBBER CO /OH/ [GT]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | | | | |
| Common Stock | 07/01/2014 | | M | V | 13,500 | A | \$ 17.15 | 103,373 | D | |
| Common Stock | 07/01/2014 | | F | | 10,790 | D | \$ 28 | 92,583 | D | |
| Common Stock | 07/01/2014 | | M | | 7,800 | A | \$ 12.54 | 100,383 | D | |
| Common Stock | 07/01/2014 | | F | | 5,570 | D | \$ 28 | 94,813 | D | |
| | | | | | | | | 141 (1) | I | |

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) 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, 401(k) Plan, as of July 1, 2014 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/6/2005).
- (4) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/9/2004).

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.