

GOODYEAR TIRE & RUBBER CO /OH/
Form 3
October 15, 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 McClellan Stephen R		(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 OHÂ 44316			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			Pres., NAT Consumer Business	
			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	428 ⁽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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
1997 Plan Option <u>(3)</u>	11/30/1999 ⁽⁴⁾	11/30/2008	Common Stock	1,160	\$ 57.25	D	Â
1997 Plan Option <u>(5)</u>	12/06/2000 ⁽⁴⁾	12/06/2009	Common Stock	1,840	\$ 32	D	Â
1997 Plan Option <u>(3)</u>	12/06/2000 ⁽⁴⁾	12/06/2009	Common Stock	736	\$ 32	D	Â
1997 Plan Option <u>(5)</u>	12/04/2001 ⁽⁴⁾	12/04/2010	Common Stock	1,840	\$ 17.68	D	Â
1997 Plan Option <u>(5)</u>	12/03/2002 ⁽⁴⁾	12/03/2011	Common Stock	3,920	\$ 22.05	D	Â
2002 Plan Option <u>(6)</u>	12/02/2004 ⁽⁴⁾	12/02/2013	Common Stock	4,000	\$ 6.81	D	Â
2002 Plan Option <u>(7)</u>	12/09/2005 ⁽⁴⁾	12/09/2014	Common Stock	3,900	\$ 12.54	D	Â
2002 Plan Option <u>(6)</u>	12/09/2005 ⁽⁴⁾	12/09/2014	Common Stock	5,200	\$ 12.54	D	Â
2005 Plan Option <u>(8)</u>	12/06/2006 ⁽⁴⁾	12/06/2015	Common Stock	4,500	\$ 17.15	D	Â
2005 Plan Option <u>(8)</u>	02/27/2008 ⁽⁴⁾	02/27/2017	Common Stock	4,500	\$ 24.71	D	Â
2005 Plan Option <u>(8)</u>	02/21/2009 ⁽⁴⁾	02/21/2018	Common Stock	3,932	\$ 26.74	D	Â
2005 Plan Performance Units <u>(9)</u>	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	5,400 <u>(10)</u>	\$ <u>(9)</u>	D	Â
2005 Plan Performance Units <u>(11)</u>	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	5,400 <u>(12)</u>	\$ <u>(11)</u>	D	Â
2005 Plan Performance Units <u>(13)</u>	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	4,718 <u>(14)</u>	\$ <u>(13)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClellan Stephen R 1144 EAST MARKET STREET AKRON, OH 44316	Â	Â	Â Pres., NAT Consumer Business	Â

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Stephen R McClellan pursuant to a Power of Attorney dated 10/9/08, a copy of

10/15/2008

which is filed herewith.

__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 the date of this statement as reported by the Plan Trustee.
- (2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (3) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 1997 Performance Incentive 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) Incentive Stock Option in respect of shares of Common Stock granted under the 1997 Performance Incentive Plan of The Goodyear Tire & Rubber Company.
- (6) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (7) Incentive Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company.
- (8) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan of The Goodyear Tire & Rubber Company.
- (9) Performance Unit Grant of a maximum of 10,800 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 10,800 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow target over the 3-year period ending December 31, 2008.
- (10) A maximum of 5,400 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 10,800 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 10,800 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow target over the 3-year period ending December 31, 2009.
- (12) A maximum of 5,400 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (13) Performance Unit Grant of a maximum of 9,436 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 9,436 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow target over the 3-year period ending December 31, 2010.
- (14) A maximum of 4,718 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.

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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