

GEIER KATHLEEN T
Form 4
March 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
GEIER KATHLEEN T

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2007

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

AKRON, OH 44316-0001

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2007		F ⁽¹⁾		3,807	D	\$ 28.59 <u>(1)</u>
Common Stock	03/07/2007		M ⁽²⁾		7,000	A	\$ 15.55 <u>(2)</u>
Common Stock	03/07/2007		F ⁽³⁾		972	D	\$ 28.59 <u>(3)</u>

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Common Stock	03/07/2007	<u>M</u> ⁽⁴⁾	3,500	A	\$ <u>7.94</u> ⁽⁴⁾	21,133	D
Common Stock	03/07/2007	<u>F</u> ⁽⁵⁾	1,113	D	\$ <u>28.59</u> ⁽⁵⁾	20,020	D
Common Stock	03/07/2007	<u>M</u> ⁽⁶⁾	4,675	A	\$ <u>6.81</u> ⁽⁶⁾	23,548	D
Common Stock	03/07/2007	<u>F</u> ⁽⁷⁾	1,337	D	\$ <u>28.59</u> ⁽⁷⁾	22,211	D
Common Stock	03/07/2007	<u>M</u> ⁽⁸⁾	3,050	A	\$ <u>12.54</u> ⁽⁸⁾	24,709	D
Common Stock	03/07/2007	<u>F</u> ⁽⁹⁾	855	D	\$ <u>28.59</u> ⁽⁹⁾	23,854	D
Common Stock	03/07/2007	<u>M</u> ⁽¹⁰⁾	1,950	A	\$ <u>12.54</u> ⁽¹⁰⁾	25,804	D
Common Stock	03/07/2007	<u>F</u> ⁽¹¹⁾	2,005	D	\$ <u>28.59</u> ⁽¹¹⁾	23,799	D
Common Stock	03/07/2007	<u>M</u> ⁽¹²⁾	2,600	A	\$ <u>22.05</u> ⁽¹²⁾	26,399	D
Common Stock	03/07/2007	<u>F</u> ⁽¹³⁾	3,091	D	\$ <u>28.59</u> ⁽¹³⁾	23,308	D
Common Stock	03/07/2007	<u>M</u> ⁽¹⁴⁾	5,000	A	\$ <u>17.68</u> ⁽¹⁴⁾	28,308	D
Common Stock	03/07/2007	<u>F</u> ⁽¹⁵⁾	544	D	\$ <u>28.59</u> ⁽¹⁵⁾	27,764	D
Common Stock	03/07/2007	<u>M</u> ⁽¹⁶⁾	880	A	\$ <u>17.68</u> ⁽¹⁶⁾	28,535	D
Common Stock	03/07/2007	<u>F</u> ⁽¹⁷⁾	2,624	D	\$ <u>28.59</u> ⁽¹⁷⁾	25,911	D
Common Stock	03/07/2007	<u>M</u> ⁽¹⁸⁾	4,375	A	\$ <u>17.15</u> ⁽¹⁸⁾	29,722	D

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Common Stock 1,592 ⁽¹⁹⁾ I 401(k) Plan ⁽²⁰⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2002 Plan Option ⁽²¹⁾	\$ 15.55	03/07/2007		M	7,000	⁽²²⁾ 08/06/2012		Common Stock	7,000
2002 Plan Option ⁽²³⁾	\$ 28.59	03/07/2007		A	4,932	03/07/2008 08/06/2012		Common Stock	4,932
2002 Plan Option ⁽²⁴⁾	\$ 7.94	03/07/2007		M	3,500	⁽²²⁾ 12/03/2012		Common Stock	3,500
2002 Plan Option ⁽²³⁾	\$ 28.59	03/07/2007		A	1,787	03/07/2008 12/03/2012		Common Stock	1,787
2002 Plan Option ⁽²⁵⁾	\$ 6.81	03/07/2007		M	4,675	⁽²²⁾ 12/02/2013		Common Stock	4,675
2002 Plan Option ⁽²³⁾	\$ 28.59	03/07/2007		A	2,260	03/07/2008 12/02/2013		Common Stock	2,260

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2002 Plan Option <u>(26)</u>	\$ 12.54	03/07/2007	M	3,050	<u>(22)</u>	12/09/2014	Common Stock	3,050
2002 Plan Option <u>(23)</u>	\$ 28.59	03/07/2007	A	1,889	03/07/2008	12/09/2014	Common Stock	1,889
2002 Plan Option <u>(10)</u>	\$ 12.54	03/07/2007	M	1,950	<u>(22)</u>	12/09/2014	Common Stock	1,950
2002 Plan Option <u>(27)</u>	\$ 28.59	03/07/2007	A	855	03/07/2008	12/09/2014	Common Stock	855
1997 Plan Option <u>(12)</u>	\$ 22.05	03/07/2007	M	2,600	<u>(22)</u>	12/03/2011	Common Stock	2,600
1997 Plan Option <u>(27)</u>	\$ 28.59	03/07/2007	A	2,005	03/07/2008	12/03/2011	Common Stock	2,005
1997 Plan Option <u>(14)</u>	\$ 17.68	03/07/2007	M	5,000	<u>(22)</u>	12/04/2010	Common Stock	5,000
1997 Plan Option <u>(27)</u>	\$ 28.59	03/07/2007	A	3,091	03/07/2008	12/04/2010	Common Stock	3,091
1997 Plan Option <u>(28)</u>	\$ 17.68	03/07/2007	M	880	<u>(22)</u>	12/04/2010	Common Stock	880
1997 Plan Option <u>(23)</u>	\$ 28.59	03/07/2007	A	653	03/07/2008	12/04/2010	Common Stock	653
2005 Plan Option <u>(29)</u>	\$ 17.15	03/07/2007	M	4,375	<u>(22)</u>	12/06/2015	Common Stock	4,375
	\$ 28.59	03/07/2007	A	3,188	03/07/2008	12/06/2015		3,188

2005
Plan
Option
(23)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEIER KATHLEEN T THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			Senior Vice President	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Kathleen T Geier pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/09/2007

__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).
- (1) 3,807 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$15.55 per share for 7,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
7,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 3,807 shares valued in accordance with the 2002 Plan. In addition, 1,125 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (2) 972 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$7.94 per share for 3,500 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
3,500 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 972 shares valued in accordance with the 2002 Plan. In addition, 815 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (3) 1,113 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$6.81 per share for 4,675 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
4,675 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 1,113 shares valued in accordance with the 2002 Plan. In addition, 1,147 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (4) 1,337 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$12.54 per share for 3,050 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
3,050 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 1,337 shares valued in accordance with the 2002 Plan. In addition, 552 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (5) 855 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$12.54 per share for 1,950 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (6) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
 - (7) 2,005 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$22.05 per share for 2,600 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.

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- (12) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (13) 3,091 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$17.68 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (14) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 Plan.
- (15) 544 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$17.68 per share for 880 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (16) 880 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 544 shares valued in accordance with the 1997 Plan. In addition, 109 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (17) 2,624 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$17.15 per share for 4,375 shares acquired pursuant to the exercise of an option granted under the 2005 Plan.
- (18) 4,375 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan. The option purchase price was paid in accordance with the 2005 Plan in the form of 2,624 shares valued in accordance with the 2005 Plan. In addition, 564 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 12,370 shares.
- (19) 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.
- (20) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (21) Exercise of Non-Qualified Stock Option granted on 8/6/2002 under the 2002 Plan.
- (22) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (23) Pursuant to the terms of the plan, 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.
- (24) Exercise of Non-Qualified Stock Option granted on 12/3/2002 under the 2002 Plan.
- (25) Exercise of Non-Qualified Stock Option granted on 12/02/2003 under the 2002 Plan.
- (26) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (27) Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price.
- (28) Exercise of Non-Qualified Stock Option granted on 12/4/2000 under the 1997 Plan.
- (29) Exercise of Non-Qualified Stock Option granted on 12/6/2005 under the 2005 Plan.

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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