

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
September 26, 2007

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 *
CLARK CHRISTOPHER W

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)
Sr Vice Pres Global Sourcing

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2007

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/24/2007		F(1)		3,011	D	\$ 29.29 (1)
Common Stock	09/24/2007		M(2)		4,000	A	\$ 22.05 (2)
Common Stock	09/24/2007		F(3)		12,001	D	\$ 29.29 (3)

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Common Stock	09/24/2007		M ⁽⁴⁾	14,000	A	\$ <u>(4)</u>	22.05	21,932	D	
Common Stock	09/24/2007		F ⁽⁵⁾	3,339	D	\$ <u>(5)</u>	29.29	18,593	D	
Common Stock	09/24/2007		M ⁽⁶⁾	6,000	A	\$ 6.81 <u>(6)</u>		24,593	D	
Common Stock	09/24/2007		F ⁽⁷⁾	1,670	D	\$ <u>(7)</u>	29.29	22,923	D	
Common Stock	09/24/2007		M ⁽⁸⁾	3,900	A	\$ <u>(8)</u>	12.54	26,823	D	
Common Stock	09/24/2007		F ⁽⁹⁾	3,297	D	\$ <u>(9)</u>	29.29	23,526	D	
Common Stock	09/24/2007		M ⁽¹⁰⁾	4,925	A	\$ <u>(10)</u>	12.54	28,451	D	
Common Stock	09/24/2007		F ⁽¹¹⁾	124	D	\$ <u>(11)</u>	29.29	28,327	D	
Common Stock	09/24/2007		M ⁽¹²⁾	207	A	\$ <u>(12)</u>	17.68	28,534	D	
Common Stock								828 <u>(13)</u>	I	401(k) Plan <u>(14)</u>

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 Security (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

										of Sh
1997 Plan Option <u>(15)</u>	\$ 22.05	09/24/2007	M	4,000	<u>(16)</u>	12/03/2011	Common Stock	4,000		4,000
1997 Plan Option <u>(17)</u>	\$ 29.29	09/24/2007	A	3,011	09/24/2008	12/03/2011	Common Stock	3,011		3,011
1997 Plan Option <u>(18)</u>	\$ 22.05	09/24/2007	M	14,000	<u>(16)</u>	12/03/2011	Common Stock	14,000		14,000
1997 Plan Option <u>(17)</u>	\$ 29.29	09/24/2007	A	12,001	09/24/2008	12/03/2011	Common Stock	12,001		12,001
2002 Plan Option <u>(19)</u>	\$ 6.81	09/24/2007	M	6,000	<u>(16)</u>	12/02/2013	Common Stock	6,000		6,000
2002 Plan Option <u>(17)</u>	\$ 29.29	09/24/2007	A	3,339	09/24/2008	12/02/2013	Common Stock	3,339		3,339
2002 Plan Option <u>(20)</u>	\$ 12.54	09/24/2007	M	3,900	<u>(16)</u>	12/09/2014	Common Stock	3,900		3,900
2002 Plan Option <u>(17)</u>	\$ 29.29	09/24/2007	A	1,670	09/24/2008	12/09/2014	Common Stock	1,670		1,670
2002 Plan Option <u>(21)</u>	\$ 12.54	09/24/2007	M	4,925	<u>(16)</u>	12/09/2014	Common Stock	4,925		4,925
2002 Plan Option <u>(17)</u>	\$ 29.29	09/24/2007	A	3,297	09/24/2008	12/09/2014	Common Stock	3,297		3,297
1997 Plan Option <u>(22)</u>	\$ 17.68	09/24/2007	M	207	<u>(16)</u>	12/04/2010	Common Stock	207		207

1997

Plan
Option
(17)

\$ 29.29

09/24/2007

A

124

09/24/2008 12/04/2010

Common
Stock

12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK CHRISTOPHER W THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			Sr Vice Pres Global Sourcing	

Signatures

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

09/26/2007

**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) 3,011 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$22.05 per share for 4,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (2) 4,000 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 1997 Plan.
- (3) 10,541 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$22.05 per share for 14,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan. In addition, 1,460 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (4) 14,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (5) 1,395 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$6.81 per share for 6,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,944 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (6) 6,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (7) 1,670 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$12.54 per share for 3,900 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (8) 3,900 shares were acquired pursuant to the exercise of an Incentive Stock option granted under the 2002 Plan.
- (9) 2,108 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$12.54 per share for 4,925 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,189 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (10) 4,925 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (11) 124 previously owned shares having a market value of \$29.29 per share were delivered in payment of the option price of \$17.68 per share for 207 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (12) 207 shares were acquired pursuant to the exercise of an Incentive Stock option granted under the 1997 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 9,590 shares.
- (13)

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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 September 24, 2007 as reported by the Plan Trustee.

- (14) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (15) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (16) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (17) 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.
- (18) Exercise of Non-Qualified Stock Option granted on 12/3/2001 under the 1997 Plan.
- (19) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.
- (20) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (21) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (22) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 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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