MARSH RICHARD H

Form 4

February 28, 2005

FORM 4

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

OMB ,

5. Relationship of Reporting Person(s) to

Issuer

Number: 3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

MARSH RICHARD H

1. Name and Address of Reporting Person *

MARSH RICHARD H			Symbol				Issuer			
				GY CORP [F	E]		(Check a	all applicable)		
(Last)	(First)		Date of Earlies							
= < < < < < < < < < < < < < < < < < < <			(Month/Day/Year)				Director 10% OwnerX Officer (give title Other (specify			
76 SOUTH MAIN STREET			02/25/2005				below) below)			
							Sr. Vice Pres	s. & Chief Fin	ı. Of	
	(Street)	4.	If Amendment	, Date Original		6.]	Individual or Join	t/Group Filing	g(Check	
		Fi	Filed(Month/Day/Year)				Applicable Line)			
						_X	Form filed by One Form filed by Mor	1 0		
AKRON,	OH 44308					Per	son	e man One Rep	orung	
(City)	(State)	(Zip)	Table I - No	on-Derivative S	ecuriti	es Acquire	ed, Disposed of, o	or Beneficially	y Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acqui	red (A) or	5. Amount of	6.	7. Nature of	
Security (Month/Day/Year) Execution			* * *				Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Y	Code Year) (Instr. 8	(Instr. 3, 4 ar	10 5)		Beneficially Owned	Form: Direct (D)	Beneficial Ownership	
		(Month/Day/ 1	(msu. o	,			Following	or Indirect	(Instr. 4)	
					(A)		Reported	(I)		
					(A) or		Transaction(s)	(Instr. 4)		
			Code	V Amount	(D)	Price	(Instr. 3 and 4)			
Common	02/25/2005		A	5,278.855	A	\$	6,393.6288	D		
Stock	02/23/2003		11	<u>(1)</u>	2.1	39.535	0,575.0200	D		
Common	02/25/2005		D	5,278.855	D	\$	1,114.7738	D		
Stock	02/23/2003		D	<u>(1)</u>	D	39.535	1,114.7736	D		
									By	
Common							4,511.5406	I	Savings	
Stock							7,511.5400	1	Plan	

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

Persons who respond to the collection of information contained in this form are not (9-02)

Trust

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Am Nur Sha	
Stock Options (Right to buy)	\$ 27.75					11/22/2004	11/22/2010	Common Stock		
Stock Options (Right to buy)	\$ 29.5					05/16/2005	05/16/2011	Common Stock	4	
Stock Options (Right to buy)	\$ 29.71					03/01/2004	03/01/2013	Common Stock	4	
Stock Options (Right to buy)	\$ 34.45					04/01/2003	04/01/2012	Common Stock		
Stock Options (Right to buy)	\$ 38.76					03/01/2005	03/01/2014	Common Stock	4,	
Phantom 3/02D	\$ 1					03/01/2002	03/01/2005	Common Stock	2,8	
Phantom 3/02D	\$ 1					03/01/2004	03/01/2007	Common Stock		
Phantom / Retirement	\$ 1					(2)	(2)	Common Stock	2,	
Phantom 3/03D	\$ 1					03/03/2003	03/01/2006	Common Stock	7,2	
Phantom 3/05D	\$ 1 <u>(3)</u>	02/25/2005		A	6,334.626 (4)	02/25/2005	03/01/2008	Common Stock	6,	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARSH RICHARD H 76 SOUTH MAIN STREET AKRON, OH 44308

Sr. Vice Pres. & Chief Fin. Of

Signatures

David W. Whitehead, POA 02/28/2005

**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) These performances shares paid out in cash, per the vesting and payout date approved by the Compensation Committee. The performance shares were not required to be reported at date of grant because the vesting is based in part on factors other than stock price.
- (2) This transaction reflects the extension and vesting of phantom stock to "retirement" or " other termination of employment" under arrangements approved by the Compensation Committee.
- (**3**) 1 for 1
- (4) 5,278.855 shares are vested (i.e. non-forfeited) immediately. 1,055.771 shares become vested (i.e. non-forfeited) on 3/1/2008.

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.

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