GRIGG RICHARD R

Form 4 March 04, 2008

FORM 4

OMB APPROVAL

OMB

Number:

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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January 31,

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)

	Address of Repo	orting Person *	Symbol	and Ticker or Trading GY CORP [FE]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earlies	t Transaction	(Cnec	k all applica	ible)		
76 SOUTH MAIN STREET			(Month/Day/Yea 03/03/2008	r)	Director 10% OwnerX_ Officer (give title Other (specify below) Chief Operating Officer				
	(Street)		4. If Amendment	, Date Original	6. Individual or Jo	oint/Group F	Filing(Check		
AKRON,	OH 44308		Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by 0 Form filed by N Person		_		
(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Acq	quired, Disposed of	f, or Benefi	cially Owned		
1.Title of	2. Transaction	Date 2A. Deem	ed 3.	4. Securities Acquired (A) 5. Amount of	6.	7. Natu		

		Telson							
(City)	(State)	(Zip) Tab	Derivative Sec	red, 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/03/2008		A	9,418 (1)	A	\$ 68.52	17,394.577	D	
Common Stock	03/03/2008		M	13,849.37 (1)	A	\$ 68.52	31,243.947	D	
Common Stock	03/03/2008		F	10,634 (1)	D	\$ 68.52	20,609.947	D	
Common Stock							375.356	I	By Savings Plan

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. Transacti Code (Instr. 8)	5. Number of or 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 Amu Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
RSUP1	\$ 1	03/03/2008		M	` '	13,849.37	03/01/2008	03/01/2008	Common Stock	1
RSUP10	\$ 1 (2)	03/03/2008	03/03/2008	A	8,500 (3)		03/03/2011	03/03/2011	Common Stock	
RSUP4	\$ 1						03/01/2009	03/01/2009	Common Stock	1
RSUP6	\$ 1						03/01/2010	03/01/2010	Common Stock	1
RSUP9	\$ 1						06/30/2010	06/30/2010	Common Stock	
Stock Options (Right to buy)	\$ 39.46						08/20/2005	08/20/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address		Kelationships		
	D' (1007	O.C.	

Director 10% Owner Officer Other

Relationshins

GRIGG RICHARD R 76 SOUTH MAIN STREET AKRON, OH 44308

Chief Operating Officer

Signatures

Edward j. Udovich, POA 03/04/2008

**Signature of Reporting Date
Person

Reporting Owners 2

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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).
- On February 19, 2008 the Board approved a March 3, 2008 performance-adjusted restricted stock unit grant to Mr. Grigg in the amount of (3) 11,333 shares, of which 75% or 8,500 shares will be payable on March 3, 2011. 2,833 shares are subject to forfeiture if the performance goals are not met. The full grant can be adjusted upward by an additional 25% if the 3-year goals are achieved.
- (2) 1 for 1
 - $The RSUP1 \ award \ listed \ in \ Table \ II \ has \ been \ reported \ at \ 75\% \ of \ the \ original \ grant \ amount, \ as \ that \ represents \ the \ minimum \ amount$
- (1) guaranteed to be paid out upon vesting. Because of performance targets achieved, the award was paid out on March 3, 2008, at a performance-adjusted rate of 125%. The shares coded "A" represent that portion attributable to this performance adjustment. The shares coded "F" were sold to cover income tax obligations associated with the payout.

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