

GOODYEAR TIRE & RUBBER CO /OH/

Form 4

March 14, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER RICHARD J

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)

(Last) (First) (Middle)
200 INNOVATION WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Bd, CEO & Pres

AKRON, OH 44316-0001

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/12/2014		M		1,409	A	\$ 17.35
Common Stock	03/12/2014		F		1,155	D	\$ 26.96
Common Stock	03/12/2014		M		7,552	A	\$ 17.35
Common Stock	03/12/2014		F		6,236	D	\$ 26.96
Common Stock	03/12/2014		M		1,356	A	\$ 14.32

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Common Stock	03/12/2014	F	1,032	D	\$ 26.96	296,077	D	
Common Stock	03/12/2014	M	165,048	A	\$ 4.81	461,125	D	
Common Stock	03/12/2014	F	94,752	D	\$ 26.96	366,373	D	
Common Stock	03/12/2014	M	965	A	\$ 25.33	367,338	D	
Common Stock	03/12/2014	F	942	D	\$ 26.96	366,396	D	
Common Stock	03/12/2014	M	6,586	A	\$ 25.33	372,982	D	
Common Stock	03/12/2014	F	6,423	D	\$ 26.96	366,559	D	
Common Stock	03/12/2014	M	8,631	A	\$ 14.32	375,190	D	
Common Stock	03/12/2014	F	6,560	D	\$ 26.96	368,630	D	
Common Stock						215 ⁽¹⁾	I	401(k) 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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2002 Plan Option ⁽²⁾	\$ 17.35	03/12/2014		M		1,409		12/20/2006	12/09/2014	Common Stock	1,409
2002 Plan	\$ 17.35	03/12/2014		M		7,552		12/20/2006	12/09/2014	Common Stock	7,552

Option
(2)

2002

Plan
Option
(2)

\$ 14.32

03/12/2014

M

1,356

11/19/2010

12/09/2014

Common
Stock

1,356

2008

Plan
Option
(3)

\$ 4.81

03/12/2014

M

165,048

02/26/2013⁽⁴⁾

02/26/2019

Common
Stock

165,048

2002

Plan
Option
(2)

\$ 25.33

03/12/2014

M

965

09/13/2008

12/09/2014

Common
Stock

965

2002

Plan
Option
(2)

\$ 25.33

03/12/2014

M

6,586

09/13/2008

12/09/2014

Common
Stock

6,586

2002

Plan
Option
(2)

\$ 14.32

03/12/2014

M

8,631

11/19/2010

12/09/2014

Common
Stock

8,631

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER RICHARD J 200 INNOVATION WAY AKRON, OH 44316-0001	X		Chairman of the Bd, CEO & Pres	

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Richard J Kramer pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/14/2014

__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) 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, 401(k) Plan, as of March 12, 2014 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of common stock granted under the 2002 Performance Plan.
- (3) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/26/2009).

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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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