

GOODYEAR TIRE & RUBBER CO /OH/
 Form 4
 July 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
WELLS DARREN R

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)
THE GOODYEAR TIRE & RUBBER COMPANY, 200 INNOVATION WAY

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President, EMEA

(Street)
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

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)			
				(A) or (D)	Price					
Common Stock	07/01/2014		M	V	13,500	A	\$ 17.15	103,373	D	
Common Stock	07/01/2014		F		10,790	D	\$ 28	92,583	D	
Common Stock	07/01/2014		M		7,800	A	\$ 12.54	100,383	D	
Common Stock	07/01/2014		F		5,570	D	\$ 28	94,813	D	
								141 ⁽¹⁾	I	

Common
Stock

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 or Number of Shares
2005 Plan Option <u>(2)</u>	\$ 17.15	07/01/2014		M	13,500	12/06/2009 ⁽³⁾	12/06/2015	Common Stock	13,500
2002 Plan Option <u>(4)</u>	\$ 12.54	07/01/2014		M	7,800	12/09/2008 ⁽⁵⁾	12/09/2014	Common Stock	7,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS DARREN R THE GOODYEAR TIRE & RUBBER COMPANY 200 INNOVATION WAY AKRON, OH 44316-0001			President, EMEA	

Signatures

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

07/02/2014

__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 July 1, 2014 as reported by the Plan Trustee.
- (2) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/6/2005).
- (4) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2002 Performance Plan. Exercised pursuant to a written trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/9/2004).

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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