

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
December 07, 2015

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 *
WELLS DARREN R

(Last) (First) (Middle)

**THE GOODYEAR TIRE &
RUBBER COMPANY, 200
INNOVATION WAY**

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**GOODYEAR TIRE & RUBBER CO
/OH/ [GT]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	12/03/2015		M	13,500 A	\$ 24.71 130,222	D	
Common Stock	12/03/2015		F	11,481 D	\$ 34.6292 118,741	D	
Common Stock	12/03/2015		M	12,333 A	\$ 26.74 131,074	D	
Common Stock	12/03/2015		F	10,870 D	\$ 34.6292 120,204	D	

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					(1)			
Common Stock	12/03/2015	M	47,613	A	\$ 12.98	167,817	D	
Common Stock	12/03/2015	F	31,991	D	\$ 34.6292 (1)	135,826	D	
Common Stock	12/03/2015	M	785	A	\$ 22.62	136,611	D	
Common Stock	12/03/2015	F	643	D	\$ 34.6292 (1)	135,968	D	
Common Stock	12/03/2015	M	12,562	A	\$ 26.44	148,530	D	
Common Stock	12/03/2015	F	11,014	D	\$ 34.6292 (1)	137,516	D	
Common Stock	12/03/2015	S	20,794	D	\$ 34.6292 (1)	116,722	D	
Common Stock						142 (2)	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 or Number of Shares
2005 Plan Option (3)	\$ 24.71	12/03/2015		M		13,500		02/27/2011 ⁽⁴⁾	02/27/2017	Common Stock	13,500

2005

Plan
Option
(3)

\$ 26.74

12/03/2015

M

12,333

02/21/2012⁽⁵⁾

02/21/2018

Common
Stock

12,333

2008

Plan
Option
(6)

\$ 12.98

12/03/2015

M

47,613

02/28/2015⁽⁷⁾

02/28/2023

Common
Stock

47,613

2013

Plan
Option
(8)

\$ 22.62

12/03/2015

M

785

12/13/2015⁽⁹⁾

12/13/2023

Common
Stock

785

2013

Plan
Option
(8)

\$ 26.44

12/03/2015

M

12,562

02/24/2015⁽¹⁰⁾

02/24/2024

Common
Stock

12,562

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/ Bertram Bell, 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.

12/07/2015

__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) This transaction was executed in multiple trades at prices ranging from \$34.49 to \$34.88. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) 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 December 3, 2015 as reported by the Plan Trustee.

(3) Non-Qualified Stock Option in respect of shares of common stock granted under the 2005 Performance Plan.

(4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2007).

(5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/21/2008).

(6) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.

(7) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/28/2013).

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- (8) Non-Qualified Stock Option in respect of shares of common stock granted under the 2013 Performance Plan.
- (9) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (12/13/2013).
- (10) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/24/2014).

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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