Edgar Filing: GOODYEAR TIRE & RUBBER CO /OH/ - Form 4

GOODYEAR TIRE & RUBBER CO /OH/

Form 4

Stock

September 29, 2005

FORM	ЛЛ							OMB AF	PPROVAL	
	UNITED		CURITIES A Washington,			NGE C	OMMISSION	OMB Number:	3235-028	
if no lon subject t Section	Check this box if no longer subject to Section 16. Form 4 or Statement of Changes in Beneficial Ownership of SECURITIES						Expires: January 3: 200 Estimated average burden hours per response 0.			
obligation may con <i>See</i> Institution 1(b).	ons Section 17(a	a) of the Publi		ling Con	npany	Act of	1935 or Section	n		
(Print or Type	Responses)									
			ssuer Name and bol ODYEAR TII I/ [GT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	DYEAR TIRE & COMPANY, 1144	(Mor 09/2	ate of Earliest Tr nth/Day/Year) 27/2005	ansaction			DirectorX Officer (give below)		Owner er (specify	
	(Street) 4. If Amer Filed(Mon			_	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AKRON, C	OH 44316-0001						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table I - Non-D	erivative (Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Dat any (Month/Day/Y		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Indirect Form: Direct Bene (D) or Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price \$	(Instr. 3 and 4)			
Common Stock	09/27/2005		F(1)	1,142	D	15.48 (1)	1,421	D		
Common Stock	09/27/2005		M(2)	2,226	A	\$ 7.94 (2)	3,297	D		
Common							2,607 (3)	I	401(k)	

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

Plan (4)

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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. Transactio Code (Instr. 8)	5. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Plan Option	\$ 7.94	09/27/2005		M		2,226	<u>(6)</u>	12/03/2012	Common Stock	2,226
2002 Plan Option	\$ 15.48	09/27/2005		A	1,492		09/27/2006	12/03/2012	Common Stock	1,492

Reporting Owners

Reporting Owner Name / Address	Relationships				
1.00	Director	10% Owner	Officer	Other	
HARPER DONALD D					
THE GOODYEAR TIRE & RUBBER COMPANY			Vice		
1144 EAST MARKET STREET			President		
AKRON, OH 44316-0001					

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Donald D Harper pursuant to a Power of Attorney dated 10/3/2002, a copy of which has been previously filed with the SEC.

09/29/2005

**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) 1,142 previously owned shares having a market value of \$15.48 per share were delivered in payment of the option price of \$7.94 per share for 2,226 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan").

Reporting Owners 2

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- 2,226 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 1,142 shares valued in accordance with the 2002 Plan. In addition, 350 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transaction reported on this Form, the reporting person's direct ownership of common stock increased by 734 shares.
- Total number of shares of common stock allocated to the account of the reporting person in a Trust established under Goodyear's

 (3) Employee Savings Plan for Salaried Employees, a 401(k) Plan (the "Savings Plan"), as of the date of this statement as reported by the Plan Trustee.
- (4) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (5) Exercise of Non-Qualified Stock Option granted on 12/03/2002 under the 2002 Performance Plan (the "2002 Plan").
- (6) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price and withheld to pay Federal withholding taxes.

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.