HUDSON WILLIAM J JR

Form 4

January 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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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)

See Instruction

1. Name and A HUDSON W	Symbol GOOD	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) 410 LAURE		(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2007		_X_ Director Officer (gives) below)		6 Owner er (specify		
HERSHEY,		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative Securiti	ies Acq		of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D))	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						5,000 (1)	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Der Sec	Fitle of rivative urity str. 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)	onof Derivative		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr.
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
	DEPP its (2)	\$ 22.2 (3)	01/03/2007		A	900.9 (4)		<u>(5)</u>	(5)	Common Stock	900.9 (4)	\$ 22.2		
OI Un	DEPP its	<u>(7)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(7)</u>			

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer Oth				
HUDSON WILLIAM J JR							
410 LAUREL DRIVE	X						
HERSHEY, PA 17033							

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of William J Hudson Jr pursuant to a Power of Attorney dated 10/01/02, a copy of which has been previously filed with the SEC.

01/04/2007

**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 shares directly beneficially owned (as previously reported).
- Units, each equivalent to a hypothetical share of the common stock of the Company and payable only in cash, awarded pursuant to the (2) Company's Outside Directors' Equity Participation Plan (the "Plan") and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.
- Each unit was valued at the fair market value (the average of the high and low sale prices on the NYSE) on the Transaction Date. Each unit will be converted to a dollar amount at the fair market value of a share of common stock on the Conversion Date as specified in the Plan. Each unit accrued to a Plan Account receives dividend equivalents (converted into units) until the Conversion Date. After the Conversion Date until paid, the units will accrue interest as provided in the Plan.
- (4) Units, each having a value equal to the fair market value of a share of the Company's common stock on the Transaction Date, were awarded pursuant to the Plan and accrued to the Equity Participation Account of the reporting person on the Transaction Date.
- (5) Not applicable.
- (6) Total units accrued to the Equity Participation Account of the reporting person as of the date of this statement.

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(7) In addition to the units in the Equity Participant Account, there are 14,554.7 total units in the Retainer Deferral Account of the reporting person on the Transaction Date as a result of the prior deferral of retainer and/or meeting fees in accordance with the Plan.

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.