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GOODYEAR TIRE & RUBBER CO /OH/

Form 4

December 10, 2004

FORM	1 <u>1</u>								PPROVAL		
	UNIT	ED STAT		ITIES Al hington,			COMMISSION	OMB Number:	3235-0287		
Check th if no long	aar.							Expires:	January 31,		
subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated a burden hou response	ırs per		
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons section	17(a) of the		ility Hold	ing Com	pany Act	ge Act of 1934, of 1935 or Section 1940				
(Print or Type	Responses)										
MILLER GARY A Sy			Symbol	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)				3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Officer (give title Other (specify				
	OYEAR TIRE COMPANY, 1 STREET		12/09/20				below)	below) Vice President			
A V D ON O	(Street)	1		ndment, Dat h/Day/Year)	_		6. Individual or J Applicable Line) _X_ Form filed by Form filed by		erson		
	Н 44316-000						Person				
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecurities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of 2. Transaction D Security (Month/Day/Yes (Instr. 3)		Year) Exec			4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Stock							2,297 (1)	D			
Common Stock							2,892 (2)	I	401(k) (3)		
Reminder: Rep	oort on a separate	line for eac	h class of secur	ities benefi	cially owne	d directly o	r indirectly.				
					informa require	ntion conta d to respo	pond to the collection of the	are not m	SEC 1474 (9-02)		

number.

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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 on 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2002 Plan Option (4)	\$ 12.54	12/09/2004		A	7,800	<u>(5)</u>	12/09/2014	Common Stock	7,800	
2002 Plan Option	\$ 12.54	12/09/2004		A	1,500	<u>(5)</u>	12/09/2014	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
MILLER GARY A					
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 Gary A Miller pursuant to a Power of Attorney dated 10/03/2002, a copy of which has been previously filed with the SEC.

12/10/2004

8. I De Sec (In

**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, excluding indirectly held shares under the Savings Plan (as previously reported).
 - Total number of shares of common stock allocated to the account of the reporting person in a Trust established under Goodyear's
- (2) 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.
- (3) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.

Reporting Owners 2

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- Incentive Stock Option in respect of shares of common stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date
- (4) of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The option includes the right to receive a new option for that number of common shares used to pay the exercise price of the option, or any portion thereof.
- (5) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
 - Non-Qualified Stock Option in respect of shares of common stock granted under the 2002 Performance Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on
- (6) the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The option includes the right to receive a new option for that number of common shares used to pay the exercise price of the option, or any portion thereof.

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.