

KEEGAN ROBERT J
Form 4
May 19, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
KEEGAN ROBERT J

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Bd, CEO & Pres

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2009

AKRON, OH 44316-0001

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| Common Stock | 05/15/2009 | | F ⁽¹⁾ | | 28,771 | D | Indirect Beneficial Ownership |
| | | | | | | | |
| Common Stock | 05/15/2009 | | M ⁽²⁾ | | 35,000 | A | Direct (D) Ownership |
| | | | | | | | |
| Common Stock | 05/15/2009 | | F ⁽³⁾ | | 76,508 | D | Indirect Beneficial Ownership |
| | | | | | | | |
| Common | 05/15/2009 | | M ⁽⁴⁾ | | 100,000 | A | Direct (D) Ownership |

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| | | | |
|--------------|----------------|---|------------------------|
| Stock | <u>(4)</u> | | |
| Common Stock | 13,000 | I | By Spouse |
| Common Stock | 462 <u>(5)</u> | I | 401(k) Plan <u>(6)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| 2002 Plan Option <u>(7)</u> | \$ 7.94 | 05/15/2009 | | M | | 35,000 | <u>(8)</u> | 12/03/2012 | Common Stock |
| 2002 Plan Option <u>(9)</u> | \$ 11.47 | 05/15/2009 | | A | 28,771 | | 05/15/2010 | 12/03/2012 | Common Stock |
| 2002 Plan Option <u>(10)</u> | \$ 6.81 | 05/15/2009 | | M | | 100,000 | <u>(8)</u> | 12/02/2013 | Common Stock |
| 2002 Plan Option <u>(9)</u> | \$ 11.47 | 05/15/2009 | | A | 76,508 | | 05/15/2010 | 12/02/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEEGAN ROBERT J THE GOODYEAR TIRE & RUBBER COMPANY | X | | Chairman of the Bd, CEO & Pres | |

1144 EAST MARKET STREET
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 Robert J Keegan pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

05/19/2009

__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) 24,222 previously owned shares having a market value of \$11.47 per share were delivered in payment of the option price of \$7.94 per share for 35,000 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan"). In addition, 4,549 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (2) 35,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (3) 59,356 previously owned shares having a market value of \$11.47 per share were delivered in payment of the option price of \$6.81 per share for 100,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 17,152 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (4) 100,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 29,721 shares.
 - (5) 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, a 401(k) Plan, as of May 15, 2009 as reported by the Plan Trustee.
 - (6) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
 - (7) Exercise of Non-Qualified Stock Option granted on 12/3/2002 under the 2002 Plan.
 - (8) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant.
 - (9) 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.
 - (10) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 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.