

Duda Laura P  
 Form 4  
 February 27, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Duda Laura P

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)  
 200 INNOVATION WAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/25/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SR VP Global Communications

AKRON, OH 44316  
 (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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Plan Performance Shares <u>(1)</u>	<u>(1)</u>	02/25/2019	A	3,735					<u>(1)</u>	<u>(1)</u>	Common Stock	3,735
2017 Plan Restricted Stock Units <u>(2)</u>	<u>(2)</u>	02/25/2019	A	5,602					<u>(2)</u>	<u>(2)</u>	Common Stock	5,602
2017 Plan Restricted Stock Units <u>(3)</u>	<u>(3)</u>	02/25/2019	A	12,450					<u>(3)</u>	<u>(3)</u>	Common Stock	12,450

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duda Laura P 200 INNOVATION WAY AKRON, OH 44316			SR VP Global Communications	

## Signatures

/s/ Daniel T. Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Laura P Duda pursuant to a Power of Attorney dated 12/14/18, a copy of which has been previously filed with the SEC.

02/27/2019

\_\_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) Performance Share Unit grant under the 2017 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2022. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on the attainment of certain performance targets over a 3-year period ending December 31, 2021, and is subject to further increase or decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year period ending December 31, 2021.
  - (2) Restricted Stock Unit ("RSU") grant under the 2017 Performance Plan. The RSUs will vest and convert into shares of common stock three years from the date of grant on February 25, 2022.
  - (3) RSU grant under the 2017 Performance Plan. The RSUs will vest and convert into shares of common stock in 1/3 increments over three years commencing one year after the date of grant (February 25, 2019).

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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