

MILLER GARY A
Form 4
March 09, 2007

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 *
MILLER GARY A

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)
03/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

(Street)

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

AKRON, OH 44316-0001

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2007		F ⁽¹⁾		3,084	D	\$ 28.59 <u>(1)</u>
Common Stock	03/07/2007		M ⁽²⁾		4,000	A	\$ 22.05 <u>(2)</u>
Common Stock	03/07/2007		F ⁽³⁾		3,091	D	\$ 28.59 <u>(3)</u>

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Common Stock	03/07/2007	<u>M</u> ⁽⁴⁾	5,000	A	\$ 17.68 <u>(4)</u>	15,091	D	
Common Stock	03/07/2007	<u>F</u> ⁽⁵⁾	2,313	D	\$ 28.59 <u>(5)</u>	12,778	D	
Common Stock	03/07/2007	<u>M</u> ⁽⁶⁾	3,000	A	\$ 22.05 <u>(6)</u>	15,514	D	
Common Stock	03/07/2007	<u>F</u> ⁽⁷⁾	1,236	D	\$ 28.59 <u>(7)</u>	14,278	D	
Common Stock	03/07/2007	<u>M</u> ⁽⁸⁾	2,000	A	\$ 17.68 <u>(8)</u>	15,984	D	
Common Stock	03/07/2007	<u>F</u> ⁽⁹⁾	164	D	\$ 28.59 <u>(9)</u>	15,820	D	
Common Stock	03/07/2007	<u>M</u> ⁽¹⁰⁾	375	A	\$ 12.54 <u>(10)</u>	16,114	D	
Common Stock	03/07/2007	<u>F</u> ⁽¹¹⁾	855	D	\$ 28.59 <u>(11)</u>	15,259	D	
Common Stock	03/07/2007	<u>M</u> ⁽¹²⁾	1,950	A	\$ 12.54 <u>(12)</u>	17,209	D	
Common Stock	03/07/2007	<u>F</u> ⁽¹³⁾	1,004	D	\$ 28.59 <u>(13)</u>	16,205	D	
Common Stock	03/07/2007	<u>M</u> ⁽¹⁴⁾	1,675	A	\$ 17.15 <u>(14)</u>	17,657	D	
Common Stock						2,800 ⁽¹⁵⁾	I	401(k) Plan ⁽¹⁶⁾

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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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1997 Plan Option <u>(17)</u>	\$ 22.05	03/07/2007		M		4,000		<u>(18)</u>	12/03/2011	Common Stock	4,000
1997 Plan Option <u>(19)</u>	\$ 28.59	03/07/2007		A		3,084		03/07/2008	12/03/2011	Common Stock	3,084
1997 Plan Option <u>(20)</u>	\$ 17.68	03/07/2007		M		5,000		<u>(18)</u>	12/04/2010	Common Stock	5,000
1997 Plan Option <u>(19)</u>	\$ 28.59	03/07/2007		A		3,091		03/07/2008	12/04/2010	Common Stock	3,091
1997 Plan Option <u>(21)</u>	\$ 22.05	03/07/2007		M		3,000		<u>(18)</u>	12/03/2011	Common Stock	3,000
1997 Plan Option <u>(22)</u>	\$ 28.59	03/07/2007		A		2,577		03/07/2008	12/03/2011	Common Stock	2,577
1997 Plan Option <u>(23)</u>	\$ 17.68	03/07/2007		M		2,000		<u>(18)</u>	12/04/2010	Common Stock	2,000
1997 Plan Option <u>(22)</u>	\$ 28.59	03/07/2007		A		1,530		03/07/2008	12/04/2010	Common Stock	1,530
2002 Plan Option <u>(24)</u>	\$ 12.54	03/07/2007		M		375		<u>(18)</u>	12/09/2014	Common Stock	375

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- (5) 2,313 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$22.05 per share for 3,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- 3,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 2,313 shares valued in accordance with the 1997 Plan. In addition, 264 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (6) 1,236 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$17.68 per share for 2,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- 2,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 1,236 shares valued in accordance with the 1997 Plan. In addition, 294 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (7) 164 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$12.54 per share for 375 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- 375 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 164 shares valued in accordance with the 2002 Plan. In addition, 81 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (8) 855 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$12.54 per share for 1,950 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (9) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (10) 1,004 previously owned shares having a market value of \$28.59 per share were delivered in payment of the option price of \$17.15 per share for 1,675 shares acquired pursuant to the exercise of an option granted under the 2005 Plan.
- 1,675 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan. The option purchase price was paid in accordance with the 2005 Plan in the form of 1,004 shares valued in accordance with the 2005 Plan. In addition, 223 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 5,391 shares.
- (11) 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 (the "Savings Plan"), as of the date of this statement as reported by the Plan Trustee.
- (12) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (13) Exercise of Incentive Stock Option granted on 12/3/2001 under the 1997 Plan.
- (14) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (15) 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.
- (16) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 Plan.
- (17) Exercise of Non-Qualified Stock Option granted on 12/3/2001 under the 1997 Plan.
- (18) 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.
- (19) Exercise of Non-Qualified Stock Option granted on 12/4/2000 under the 1997 Plan.
- (20) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (21) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (22) Exercise of Non-Qualified Stock Option granted on 12/6/2005 under the 2005 Plan.

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