

CLARK CHRISTOPHER W
Form 4
March 27, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK CHRISTOPHER W

(Last) (First) (Middle)

THE GOODYEAR TIRE &
RUBBER COMPANY, 1144 EAST
MARKET STREET

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GOODYEAR TIRE & RUBBER CO
/OH/ [GT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Sr Vice Pres Global Sourcing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	03/25/2008		F ⁽¹⁾	9,593 D	\$ 26.27 <u>(1)</u>	18,941	D
Common Stock	03/25/2008		M ⁽²⁾	12,000 A	\$ 17.15 <u>(2)</u>	30,941	D
Common Stock	03/25/2008		F ⁽³⁾	3,438 D	\$ 26.27 <u>(3)</u>	27,503	D

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Common Stock	03/25/2008	M ⁽⁴⁾	4,925	A	\$ 12.54 (4)	32,428	D	
Common Stock	03/25/2008	F ⁽⁵⁾	9,934	D	\$ 26.27 (5)	22,494	D	
Common Stock	03/25/2008	M ⁽⁶⁾	16,647	A	\$ 7.94 (6)	39,141	D	
Common Stock	03/25/2008	F ⁽⁷⁾	931	D	\$ 26.27 (7)	38,210	D	
Common Stock	03/25/2008	M ⁽⁸⁾	1,950	A	\$ 12.54 (8)	40,160	D	
Common Stock	03/25/2008	F ⁽⁹⁾	4,003	D	\$ 26.27 (9)	36,157	D	
Common Stock	03/25/2008	M ⁽¹⁰⁾	7,000	A	\$ 6.81 (10)	43,157	D	
Common Stock						833 ⁽¹¹⁾	I	401(k) Plan ⁽¹²⁾

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2005 Plan Option ⁽¹³⁾	\$ 17.15	03/25/2008		M		12,000		⁽¹⁴⁾	12/06/2015	Common Stock	12,000
2005 Plan	\$ 26.27	03/25/2008		A		9,593		03/25/2009	12/06/2015	Common Stock	9,593

Option
(15)

2002

Plan
Option
(16)

\$ 12.54

03/25/2008

M

4,925

(14)

12/09/2014

Common
Stock

4,925

2002

Plan
Option
(15)

\$ 26.27

03/25/2008

A

3,438

03/25/2009

12/09/2014

Common
Stock

3,438

2002

Plan
Option
(17)

\$ 7.94

03/25/2008

M

16,647

(14)

12/03/2012

Common
Stock

16,647

2002

Plan
Option
(15)

\$ 26.27

03/25/2008

A

9,934

03/25/2009

12/03/2012

Common
Stock

9,934

2002

Plan
Option
(18)

\$ 12.54

03/25/2008

M

1,950

(14)

12/09/2014

Common
Stock

1,950

2002

Plan
Option
(19)

\$ 26.27

03/25/2008

A

931

03/25/2009

12/09/2014

Common
Stock

931

2002

Plan
Option
(20)

\$ 6.81

03/25/2008

M

7,000

(14)

12/02/2013

Common
Stock

7,000

2002

Plan
Option
(15)

\$ 26.27

03/25/2008

A

4,003

03/25/2009

12/02/2013

Common
Stock

4,003

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

CLARK CHRISTOPHER W
THE GOODYEAR TIRE & RUBBER COMPANY
1144 EAST MARKET STREET
AKRON, OH 44316-0001

Sr Vice Pres Global Sourcing

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Christopher W Clark pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/27/2008

__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) 7,835 previously owned shares having a market value of \$26.27 per share were delivered in payment of the option price of \$17.15 per share for 12,000 shares acquired pursuant to the exercise of an option granted under the 2005 Plan. In addition, 1,758 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant.
- (2) 12,000 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan.
- (3) 2,351 previously owned shares having a market value of \$26.27 per share were delivered in payment of the option price of \$12.54 per share for 4,925 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,087 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (4) 4,925 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (5) 5,032 previously owned shares having a market value of \$26.27 per share were delivered in payment of the option price of \$7.94 per share for 16,647 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 4,902 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (6) 16,647 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (7) 931 previously owned shares having a market value of \$26.27 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.
- (8) 1,950 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 2002 Plan.
- (9) 1,814 previously owned shares having a market value of \$26.27 per share were delivered in payment of the option price of \$6.81 per share for 7,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 2,189 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (10) 7,000 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 14,623 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 Non-Qualified Stock Option granted on 12/6/2005 under the 2005 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 and withheld to pay Federal withholding taxes.
- (16) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (17) Exercise of Non-Qualified Stock Option granted on 12/3/2002 under the 2002 Plan.
- (18) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (19) 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.
- (20) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.

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