

GOODYEAR TIRE & RUBBER CO /OH/  
 Form 4  
 April 01, 2008

**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 \*  
 Schmitz William Mark

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)  
 1144 EAST MARKET STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec Vice Pres & Chf Fin Ofcr

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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.

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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 Number Shares
2005 PRPA-CSE (1)	(2)	03/31/2008	A	10,723.27			(3)	(3)			Common Stock	10,723

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmitz William Mark 1144 EAST MARKET STREET AKRON, OH 44316-0001			Exec Vice Pres & Chf Fin Ofcr	

## Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of W Mark Schmitz pursuant to a Power of Attorney dated 8/8/07, a copy of which has been previously filed with the SEC.

04/01/2008

\_\_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).

Common Stock Equivalent Units awarded on 3/31/08 under the Company's Performance Recognition Plan (the "PRP") and the

(1) Company's 2005 Performance Plan (the "2005 Plan"), the payment of which has been deferred. Each unit accrues dividend equivalents (on each dividend payment date in an amount equal to the per share cash dividend paid), if any, until paid.

(2) The reporting person elected to defer a portion of his 2007 PRP award as deferred Common Stock Equivalent Units under the 2005 Plan. Each unit is equivalent in value to the fair market value of one (1) share of common stock.

(3) The units will be paid in shares of common stock after 12/31/2010. 1,787.21 of the units will vest on 3/31/2009, and 8,936.06 of the units are fully vested on the date hereof.

(4) The units were initially valued at \$26.65, the fair market value on 2/20/08 (the date the deferral election was approved by the Compensation Committee of the Board of Directors).

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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