Helsel Christopher P
Form 4
February 27, 2019

FORM 4

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

OMB APPROVAL
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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 *
Helsel Christopher P

(Last) (First) (Middle)

200 INNOVATION WAY

(Street)

AKRON, OH 44316

(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)
02/25/2019

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 below)
Sr VP Chief Technology Officer
_____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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)

(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 (1)	(1)	02/25/2019	A		6,972		(1)	(1)	Common Stock	6,972
2017 Plan Restricted Stock Units (2)	(2)	02/25/2019	A		10,458		(2)	(2)	Common Stock	10,458

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helsel Christopher P 200 INNOVATION WAY AKRON, OH 44316			Sr VP Chief Technology Officer	

Signatures

/s/ Daniel T. Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Christopher P Helsel pursuant to a Power of Attorney dated 1/3/19, 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.

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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