

GOODYEAR TIRE & RUBBER CO /OH/  
 Form FWP  
 February 24, 2012

Filed Pursuant to Rule 433

Registration No. 333-168704

February 23, 2012

*Pricing Term Sheet*

Issuer:	The Goodyear Tire & Rubber Company	
Security:	7.000% Senior Notes due 2022	
Maturity:	May 15, 2022	
Face Amount:	\$700,000,000	
Gross Proceeds:	\$700,000,000	
Gross Spread:	1.50%	
Net Proceeds exclusive of accrued interest (after deducting underwriting discounts and commissions but before offering expenses):	\$689,500,000	
Coupon:	7.000%	
Offering Price:	100.000% plus accrued interest, if any, from February 28, 2012	
Yield:	7.000%	
Trade Date:	February 23, 2012	
Settlement Date:	February 28, 2012 (T+3)	
Interest Payment Dates:	May 15 and November 15, beginning November 15, 2012	
Record Dates:	May 1 and November 1	
Optional Redemption:	On or after:	Price:
	May 15, 2017	103.500%
	May 15, 2018	102.333%
	May 15, 2019	101.167%
	May 15, 2020 and thereafter	100.000%
Make Whole:	Makewhole call @ T+50bps prior to May 15, 2017	
Equity Clawback:	35% at 107.000% until May 15, 2015	
Spread to Treasury:	+501bps	
Reference Treasury:	UST 2.000% due February 15, 2022	
Underwriters:	Deutsche Bank Securities Inc.	

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BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Credit Agricole Securities (USA) Inc.

Goldman, Sachs & Co.

Wells Fargo Securities, LLC

CUSIP/ISIN:

382550 BC4 / US382550BC43

**The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. toll free at 1-800-503-4611.**