

GOODYEAR TIRE & RUBBER CO /OH/
Form 3
February 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rzonzef Michel | | (Month/Day/Year) | GOODYEAR TIRE & RUBBER CO /OH/ [GT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1144 EAST MARKET STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| AKRON,Â OHÂ 44316 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | President, EEME&A Countries | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------------------|---------------------------|-------------------|--------------|----------------------|--------------------|-------------------|---|
| 1997 Plan Option ⁽¹⁾ | 12/03/2002 ⁽²⁾ | 12/03/2011 | Common Stock | 1,440 | \$ 22.05 | D | Â |
| 1997 Plan SAR ⁽³⁾ | 12/03/2002 ⁽²⁾ | 12/03/2011 | Common Stock | 1,440 | \$ 22.05 | D | Â |
| 2002 Plan Option ⁽⁴⁾ | 12/02/2004 ⁽²⁾ | 12/02/2013 | Common Stock | 3,000 | \$ 6.81 | D | Â |
| 2002 Plan SAR ⁽⁵⁾ | 12/02/2004 ⁽²⁾ | 12/02/2013 | Common Stock | 3,000 | \$ 6.81 | D | Â |
| 2002 Plan Option ⁽⁴⁾ | 12/09/2005 ⁽²⁾ | 12/09/2014 | Common Stock | 8,000 | \$ 12.54 | D | Â |
| 2002 Plan SAR ⁽⁵⁾ | 12/09/2005 ⁽²⁾ | 12/09/2014 | Common Stock | 8,000 | \$ 12.54 | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 12/06/2006 ⁽²⁾ | 12/06/2015 | Common Stock | 3,000 | \$ 17.15 | D | Â |
| 2005 Plan SAR ⁽⁷⁾ | 12/06/2006 ⁽²⁾ | 12/06/2015 | Common Stock | 3,000 | \$ 17.15 | D | Â |
| 2005 Plan Performance Units ⁽⁸⁾ | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 3,600 ⁽⁹⁾ | \$ ⁽⁸⁾ | D | Â |
| 2005 Plan Performance Units ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Common Stock | 3,600 ⁽⁹⁾ | \$ ⁽¹⁰⁾ | D | Â |
| 2005 Plan Option ⁽⁶⁾ | 02/27/2008 ⁽²⁾ | 02/27/2017 | Common Stock | 3,000 | \$ 24.71 | D | Â |
| 2005 Plan SAR ⁽⁷⁾ | 02/27/2008 ⁽²⁾ | 02/27/2017 | Common Stock | 3,000 | \$ 24.71 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rzonzef Michel 1144 EAST MARKET STREET AKRON, OH 44316 | Â | Â | Â President, EEME&A Countries | Â |

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Michel Rzonzef pursuant to a Power of Attorney dated 2/20/08, a copy of which is filed herewith.

02/25/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-Qualified Stock Option in respect of shares of common stock granted under the 1997 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (2) The option/SARs vest and become exercisable in 25% increments over four years commencing one year after the date indicated, which is one year after the date of grant.
- (3) SARs granted in tandem with the 1997 Plan Option which are automatically cancelled upon the exercise of the related option.
- (4) Non-Qualified Stock Option in respect of shares of common stock granted under the 2002 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (5) SARs granted in tandem with the 2002 Plan Option which are automatically cancelled upon the exercise of the related option.
- (6) Non-Qualified Stock Option in respect of shares of common stock granted under the 2005 Plan of The Goodyear Tire & Rubber Company. The option permits the optionee to purchase the option shares with previously owned shares (at their market value on the date of exercise) and to satisfy withholding tax obligations by requesting the Issuer to withhold option shares to cover such taxes or with previously owned shares (at market value at exercise). The options are automatically cancelled upon the exercise of the related SARs.
- (7) SARs granted in tandem with the 2005 Plan Option which are automatically cancelled upon the exercise of the related option.
- (8) Performance Unit Grant of a maximum of 7,200 Units (200% of the base number of Units) granted on February 22, 2006 under the 2005 Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2009. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 7,200 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net debt target over the 3-year period ending December 31, 2008.
- (9) A maximum of 3,600 shares of Common Stock may be awarded in respect of the Units granted, plus any Common Stock equivalents earned during the deferral period.
- (10) Performance Unit Grant of a maximum of 7,200 Units (200% of the base number of Units) granted on February 27, 2007 under the 2005 Plan, contingently payable (to the extent earned) at the rate of 50% in shares of Common Stock, 50% in cash, in February, 2010. The grantee may elect to defer (in Common Stock equivalents) all or a portion of the Common Stock portion and/or the cash portion of the grant earned. The grantee may elect to receive payment of amounts deferred in shares of Common Stock, cash or a combination thereof. The number of Units paid, which can be zero to 7,200 Units, depends 50% on the attainment of a cumulative net income target and 50% on the attainment of a cumulative cash flow, net debt target over the 3-year period ending December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.