

CLARK CHRISTOPHER W
Form 4
March 27, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CLARK CHRISTOPHER W

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)

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

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

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

(Street)

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

AKRON, OH 44316-0001

(City) (State) (Zip)

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)
			Code	V	Amount		
Common Stock	03/25/2008		F ⁽¹⁾		9,593	D	
					\$ 26.27		
					(1)		
Common Stock	03/25/2008		M ⁽²⁾		12,000	A	
					\$ 17.15		
					(2)		
Common Stock	03/25/2008		F ⁽³⁾		3,438	D	
					\$ 26.27		
					(3)		

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

<u>Option (15)</u>										
2002 Plan Option <u>(16)</u>	\$ 12.54	03/25/2008	M	4,925	<u>(14)</u>	12/09/2014	Common Stock	4,925		
2002 Plan Option <u>(15)</u>	\$ 26.27	03/25/2008	A	3,438	03/25/2009	12/09/2014	Common Stock	3,438		
2002 Plan Option <u>(17)</u>	\$ 7.94	03/25/2008	M	16,647	<u>(14)</u>	12/03/2012	Common Stock	16,647		
2002 Plan Option <u>(15)</u>	\$ 26.27	03/25/2008	A	9,934	03/25/2009	12/03/2012	Common Stock	9,934		
2002 Plan Option <u>(18)</u>	\$ 12.54	03/25/2008	M	1,950	<u>(14)</u>	12/09/2014	Common Stock	1,950		
2002 Plan Option <u>(19)</u>	\$ 26.27	03/25/2008	A	931	03/25/2009	12/09/2014	Common Stock	931		
2002 Plan Option <u>(20)</u>	\$ 6.81	03/25/2008	M	7,000	<u>(14)</u>	12/02/2013	Common Stock	7,000		
2002 Plan Option <u>(15)</u>	\$ 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.

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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