

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
June 12, 2015

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 *
Smytka Daniel L

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)
200 INNOVATION WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Asia-Pacific Region

AKRON, OH 44316
(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 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			
Common Stock	06/10/2015		I		4,671	A	\$ 31.39	4,671 ⁽¹⁾	I	401(k) Plan
Common Stock	06/11/2015		M		24,371	A	\$ 12.98	61,679	D	
Common Stock	06/11/2015		F		16,868	D	\$ 31.4332 ⁽²⁾	44,811	D	
Common Stock	06/11/2015		M		31,789	A	\$ 12.94	76,600	D	
Common Stock	06/11/2015		F		21,981	D	\$ 31.4332	54,619	D	

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(2)

Common Stock	06/11/2015	M	3,782	A	\$ 12.74	58,401	D
Common Stock	06/11/2015	F	2,602	D	\$ 31.4332	55,799	D
Common Stock	06/11/2015	M	12,277	A	\$ 13.91	68,076	D
Common Stock	06/11/2015	F	8,689	D	\$ 31.4332	59,387	D
Common Stock	06/11/2015	S	22,079	D	\$ 31.4332	37,308	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
2008 Plan Option (3)	\$ 12.98	06/11/2015		M	24,371	02/28/2015(4)	02/28/2023	Common Stock	24,371
2008 Plan Option (3)	\$ 12.94	06/11/2015		M	31,789	02/27/2015(5)	02/27/2022	Common Stock	31,789
2008 Plan Option (3)	\$ 12.74	06/11/2015		M	3,782	02/23/2014(6)	02/23/2020	Common Stock	3,782

2008

Plan
Option
(3)

\$ 13.91

06/11/2015

M

12,277 02/22/2015⁽⁷⁾ 02/22/2021Common
Stock 12,27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smytka Daniel L 200 INNOVATION WAY AKRON, OH 44316			President, Asia-Pacific Region	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Daniel L Smytka pursuant to a Power of Attorney dated 11/22/11, a copy of which has been previously filed with the SEC.

06/12/2015

__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) Purchase of shares under Goodyear's Employee Savings Plan for Salaried Employees, 401(k) Plan, as of June 10, 2015 as reported by the Plan Trustee.
This transaction was executed in multiple trades at prices ranging from \$31.38 to \$31.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.
- (4) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/28/2013).
- (5) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/27/2012).
- (6) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/23/2010).
- (7) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant (2/22/2011).

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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