

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
December 21, 2007

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 *
SINCLAIR CHARLES 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2007

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2007		F ⁽¹⁾		1,918	D	\$ 27.45 <u>(1)</u>
Common Stock	12/19/2007		M ⁽²⁾		2,500	A	\$ 18.02 <u>(2)</u>
Common Stock	12/19/2007		F ⁽³⁾		386	D	\$ 27.45 <u>(3)</u>

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Common Stock	12/19/2007	M ⁽⁴⁾	600	A	\$ 17.68 <u>(4)</u>	4,437	D	
Common Stock	12/19/2007	F ⁽⁵⁾	115	D	\$ 27.45 <u>(5)</u>	4,322	D	
Common Stock	12/19/2007	M ⁽⁶⁾	250	A	\$ 5.52 <u>(6)</u>	4,572	D	
Common Stock						614 ⁽⁷⁾	I	401(k) Plan ⁽⁸⁾

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
1997 Plan Option ⁽⁹⁾	\$ 18.02	12/19/2007		M	2,500	<u>(10)</u>	10/02/2011	Common Stock	2,500
1997 Plan Option ⁽¹¹⁾	\$ 27.45	12/19/2007		A	1,918	12/19/2008	10/02/2011	Common Stock	1,918
1997 Plan Option ⁽¹²⁾	\$ 17.68	12/19/2007		M	600	<u>(10)</u>	12/04/2010	Common Stock	600
1997 Plan Option ⁽¹³⁾	\$ 27.45	12/19/2007		A	386	12/19/2008	12/04/2010	Common Stock	386

2002 Plan Option (14)	\$ 5.52	12/19/2007	M	250	(10)	08/05/2013	Common Stock	250
2002 Plan Option (11)	\$ 27.45	12/19/2007	A	115	12/19/2008	08/05/2013	Common Stock	115

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINCLAIR CHARLES L THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			Sr Vice Pres Global Comm	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Charles L Sinclair pursuant to a Power of Attorney dated 8/5/03, a copy of which has been previously filed with the SEC. 12/21/2007

__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) 1,641 previously owned shares having a market value of \$27.45 per share were delivered in payment of the option price of \$18.02 per share for 2,500 shares acquired pursuant to the exercise of an option granted under the 1997 Plan. In addition, 277 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
 - (2) 2,500 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan.
 - (3) 386 previously owned shares having a market value of \$27.45 per share were delivered in payment of the option price of \$17.68 per share for 600 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
 - (4) 600 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 1997 Plan.
 - (5) 50 previously owned shares having a market value of \$27.45 per share were delivered in payment of the option price of \$5.52 per share for 250 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 65 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (6) 250 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 persons's ownership of stock increased by 931 shares.
 - (7) 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.
 - (8) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
 - (9) Exercise of Non-Qualified Stock Option granted on 10/2/2001 under the 1997 Plan.
 - (10) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
 - (11)

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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.

(12) Exercise of Incentive Stock Option granted on 12/4/2000 under the 1997 Plan.

(13) 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.

(14) Exercise of Non-Qualified Stock Option granted on 8/5/2003 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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