

GOODYEAR TIRE & RUBBER CO /OH/  
Form 4  
March 16, 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 \*  
**KEEGAN ROBERT J**

(Last) (First) (Middle)

**THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET**

(Street)

**AKRON, OH 44316-0001**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GOODYEAR TIRE & RUBBER CO /OH/ [GT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/14/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Bd, CEO & Pres

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/14/2007                           |  | F <sup>(1)</sup>               |   | 7,585   | D  | \$ 27.74<br><u>(1)</u>                     |
| Common Stock                    | 03/14/2007                           |  | M <sup>(2)</sup>               |   | 11,900  | A  | \$ 17.68<br><u>(2)</u>                     |
| Common Stock                    | 03/14/2007                           |  | F <sup>(3)</sup>               |   | 15,792  | D  | \$ 27.74<br><u>(3)</u>                     |

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|              |            |                  |        |   |                           |                |   |                           |
|--------------|------------|------------------|--------|---|---------------------------|----------------|---|---------------------------|
| Common Stock | 03/14/2007 | M <sup>(4)</sup> | 24,000 | A | \$<br>18.25<br><u>(4)</u> | 234,968        | D |                           |
| Common Stock | 03/14/2007 | F <sup>(5)</sup> | 3,187  | D | \$<br>27.74<br><u>(5)</u> | 231,781        | D |                           |
| Common Stock | 03/14/2007 | M <sup>(6)</sup> | 5,000  | A | \$<br>17.68<br><u>(6)</u> | 236,781        | D |                           |
| Common Stock |            |                  |        |   |                           | 423 <u>(7)</u> | I | 401(k)<br>Plan <u>(8)</u> |
| Common Stock |            |                  |        |   |                           | 13,000         | I | By Spouse                 |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|----------------------------|--------------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)    | Date Exercisable  | Expiration Date            | Title        |        |
| 1997 Plan Option <u>(9)</u>                | \$ 17.68   | 03/14/2007                           |  | M                              |   |  | 11,900 | <u>(10)</u>   | 12/04/2010                 | Common Stock | 11,900 |
| 1997 Plan Option <u>(11)</u>               | \$ 27.74   | 03/14/2007                           |  | A                              |   |  | 8,975  | 03/14/2008  | 12/04/2010                 | Common Stock | 8,975  |
| 1997 Plan Option <u>(12)</u>               | \$ 18.25   | 03/14/2007                           |  | M                              |   |  | 24,000 | <u>(10)</u>   | 10/03/2010                 | Common Stock | 24,000 |
| 1997 Plan                                  | \$ 27.74   | 03/14/2007                           |  | A                              |   |  | 18,435 | 03/14/2008  | 10/03/2010                 | Common Stock | 18,435 |

Option  
(11)

1997

Plan  
Option  
(13)

\$ 17.68

03/14/2007

M

5,000

(10)

12/04/2010

Common  
Stock

5,0

1997

Plan  
Option  
(11)

\$ 27.74

03/14/2007

A

3,187

03/14/2008

12/04/2010

Common  
Stock

3,1

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| KEEGAN ROBERT J<br>THE GOODYEAR TIRE & RUBBER COMPANY<br>1144 EAST MARKET STREET<br>AKRON, OH 44316-0001 | X             |           | Chairman of the Bd, CEO & Pres |       |

## Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Robert J Keegan pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.

03/16/2007

\_\_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) 7,585 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$17.68 per share for 11,900 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.  
11,900 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 7,585 shares valued in accordance with the 1997 Plan. In addition, 1,390 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (2) 15,792 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$18.25 per share for 24,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.  
24,000 shares were acquired pursuant to the exercise of an option granted under the 1997 Plan. The option purchase price was paid in accordance with the 1997 Plan in the form of 15,792 shares valued in accordance with the 1997 Plan. In addition, 2,643 shares were withheld to pay Federal withholding taxes as permitted by the 1997 Plan and option grant.
- (3) 3,187 previously owned shares having a market value of \$27.74 per share were delivered in payment of the option price of \$17.68 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 1997 Plan.
- (4) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 10,303 shares.
- (5) 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.
- (6) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (7)
- (8)

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- (9) Exercise of Non-Qualified Stock Option granted on 12/04/2000 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) 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.
- (12) Exercise of Non-Qualified Stock Option granted on 10/03/2000 under the 1997 Plan.
- (13) Exercise of Incentive Stock Option granted on 12/04/2000 under the 1997 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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