

Edgar Filing: CLARK MARK T - Form 4

Common Stock 03/02/2009 F 1,577 ⁽³⁾ D \$ 42.56 82,494.761 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Rsup4	\$ 1 ⁽¹⁾	03/02/2009		C		03/01/2009 03/01/2009	Common Stock 4
Phantom 3/06d	\$ 1 ⁽¹⁾	03/02/2009		C		03/02/2006 03/02/2009	Common Stock 3
RSUP12	\$ 1 ⁽¹⁾	03/02/2009		A		03/02/2012 03/02/2012	Common Stock 5
Phantom / Retirement	\$ 1 ⁽¹⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 2,9
Rsup10	\$ 1 ⁽¹⁾					03/03/2011 03/03/2011	Common Stock 6
Rsup6	\$ 1 ⁽¹⁾					03/01/2010 03/01/2010	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK MARK T 76 SOUTH MAIN STREET AKRON, OH 44308			Executive VP, Strategic Plan	

Signatures

Edward J. Udovich, POA 03/04/2009

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 for 1

The RSUP4 award listed in Table II has been reported at 75% of the original grant amount, as that represents the minimum amount guaranteed to be paid out upon vesting. Because of performance targets achieved, the award was paid out on March 2, 2009, at a performance-adjusted rate of 125%. The shares coded "A" represent that portion attributable to this performance adjustment. The shares coded "F" were sold to cover income tax obligations associated with the payout.

(3) These transactions reflect the conversion of stock originally deferred for three years, and held in the Phantom 3/06 account, to directly-held common stock. Shares were sold to cover tax obligations.

(4) This transaction was performed in accordance with a 10b5-1 Plan signed by Mark Clark on April 6, 2007.

On February 17, 2009, the Board approved a March 2, 2009 performance-adjusted restricted stock unit grant to Mr. Clark in the amount of

(5) 11,007 shares, of which 50% or 5,504 shares will be payable on March 2, 2012. Of these shares, 5,503 shares are subject to forfeiture if the performance goals are not met. The full grant can be adjusted upward by an additional 50% if the 3-year goals are achieved.

(6) This transaction reflects the extension and vesting of phantom stock to retirement or other termination of employment under arrangements approved by the Compensation Committee.

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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