

GOODYEAR TIRE & RUBBER CO /OH/
Form 4
February 25, 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 *
McClellan Stephen R

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)
02/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., North America

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/23/2015		A	6,749 A \$ 0	62,821	D	
Common Stock	02/23/2015		F(1)	2,235 D \$ 27.16	60,586	D	
Common Stock					932 (2)	I	401(k) Plan

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

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SEC 1474 (9-02)

number.

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	
2008 Plan Restricted Stock Units	(3)	02/23/2015		M	6,749	(3) (3)	Common Stock	6
2013 Plan Performance Shares (4)	(4)	02/23/2015		A	15,648	(4) (4)	Common Stock	15
2013 Plan Option (5)	\$ 27.16	02/23/2015		A	55,725	(6) 02/23/2025	Common Stock	55

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClellan Stephen R 200 INNOVATION WAY AKRON, OH 44316			Pres., North America	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Stephen R McClellan pursuant to a Power of Attorney dated 10/9/08, a copy of which has been previously filed with the SEC.

02/25/2015

__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) Shares of common stock withheld by the issuer for the payment of withholding taxes.
- (2) 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, 401(k) Plan, as of February 23, 2015 as reported by the Plan Trustee.
- (3) This Form 4 reports the vesting and conversion of 33% of the Restricted Stock Units ("RSUs") granted in February 2010.
- (4) Performance Share Unit grant under the 2013 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2018. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on the attainment of certain performance targets over a 3-year period ending December 31, 2017, and is subject to further increase or

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decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year period ending December 31, 2017.

(5) Non-Qualified Stock Option in respect of shares of common stock granted under the 2013 Performance Plan.

(6) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.

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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