

SULLIVAN G CRAIG

Form 4

October 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
SULLIVAN G CRAIG2. 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)

1221 BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2008☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

OAKLAND, CA 94612

(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 (D) Price			

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)										
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
ODEPP Units ⁽¹⁾	<u>(2)</u>	10/01/2008	A		1,594		<u>(2)</u>	<u>(2)</u>	Common Stock	1,594	\$ 14.9				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN G CRAIG 1221 BROADWAY OAKLAND, CA 94612	X			

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of G Craig Sullivan pursuant to a Power of Attorney dated 04/11/06, a copy of which has been previously filed with the SEC.

10/03/2008

__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).

Units, each equivalent to a hypothetical share of the common stock of the Company and payable only in cash, awarded pursuant to the Company's Outside Directors' Equity Participation Plan (the "Plan") and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.

(1) Each unit was valued at the fair market value (the average of the high and low sale prices on the NYSE) on the Transaction Date. Each unit will be converted to a dollar amount at the fair market value of a share of common stock on the Conversion Date as specified in the Plan. Each unit accrued to a Plan Account receives dividend equivalents (converted into units) until the Conversion Date. After the Conversion Date until paid, the units will accrue interest as provided in the Plan.

(3) Total units accrued to the Equity Participation Account of the reporting person as of the date of this statement.

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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