

GOODYEAR TIRE & RUBBER CO /OH/
Form 3
October 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Thompson Laura K | | (Month/Day/Year) | GOODYEAR TIRE & RUBBER CO /OH/ [GT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 INNOVATION WAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Finance, North America | |
| AKRON,Â OHÂ 44316 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 11,485 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------------|--------------|--------|-------------------|-------------------|---|
| 2005 Plan Option ⁽¹⁾ | 12/06/2006 ⁽²⁾ | 12/06/2015 | Common Stock | 2,500 | \$ 17.15 | D | Â |
| 2005 Plan Option ⁽¹⁾ | 02/27/2008 ⁽²⁾ | 02/27/2017 | Common Stock | 3,000 | \$ 24.71 | D | Â |
| 2005 Plan Option ⁽¹⁾ | 02/21/2009 ⁽²⁾ | 02/21/2018 | Common Stock | 2,606 | \$ 26.74 | D | Â |
| 2008 Plan Option ⁽³⁾ | 02/26/2010 ⁽²⁾ | 02/26/2019 | Common Stock | 31,535 | \$ 4.81 | D | Â |
| 2008 Plan Option ⁽³⁾ | 02/23/2011 ⁽²⁾ | 02/23/2020 | Common Stock | 14,297 | \$ 12.74 | D | Â |
| 2008 Plan Option ⁽³⁾ | 02/22/2012 ⁽²⁾ | 02/22/2021 | Common Stock | 16,714 | \$ 13.91 | D | Â |
| 2008 Plan Performance Share Units ⁽⁴⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 4,188 | \$ ⁽⁴⁾ | D | Â |
| 2008 Plan Option ⁽³⁾ | 02/27/2013 ⁽²⁾ | 02/27/2022 | Common Stock | 18,838 | \$ 12.94 | D | Â |
| 2008 Plan Performance Share Units ⁽⁵⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 3,091 | \$ ⁽⁵⁾ | D | Â |
| 2008 Plan Option ⁽³⁾ | 02/28/2014 ⁽²⁾ | 02/28/2023 | Common Stock | 22,613 | \$ 12.98 | D | Â |
| 2008 Plan Performance Share Units ⁽⁶⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 3,466 | \$ ⁽⁶⁾ | D | Â |
| 2002 Plan Reload Option ⁽⁷⁾ | 06/14/2014 | 12/09/2014 | Common Stock | 3,169 | \$ 15.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Laura K 200 INNOVATION WAY AKRON, OH 44316 | Â | Â | Â VP, Finance, North America | Â |

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Laura K Thompson pursuant to a Power of Attorney dated 10/14/2013, a copy of which is filed herewith.

10/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2005 Performance Plan of The Goodyear Tire & Rubber Company.
- (2) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (3) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2008 Performance Plan of The Goodyear Tire & Rubber Company.
Performance Share Unit grant under the 2008 Performance Plan, contingently payable (to the extent earned) 100% in shares of Common Stock in February 2014. The number of Units paid is subject to further increase or decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year vesting period ending December 31, 2013.
Performance Share Unit grant under the 2008 Performance Plan, contingently payable (to the extent earned) 100% in shares of Common Stock in February 2015. 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, 2014, and is subject to further increase or 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, 2014.
Performance Share Unit grant under the 2008 Performance Plan, contingently payable (to the extent earned) 100% in shares of Common Stock in February 2016. 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, 2015, and is subject to further increase or 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, 2015.
- (6) Pursuant to the terms of the 2002 Performance Plan, a reload option was granted for the number of shares tendered in payment of the option exercise price.
- (7)

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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