

KEEGAN ROBERT J
Form 4
June 12, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
06/10/2009

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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/10/2009		F ⁽¹⁾		1,839	D	\$ 13.29 <u>(1)</u>
Common Stock	06/10/2009		M ⁽²⁾		1,950	A	\$ 12.54 <u>(2)</u>
Common Stock	06/10/2009		F ⁽³⁾		54,463	D	\$ 13.29 <u>(3)</u>

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Common Stock	06/10/2009	M ⁽⁴⁾	56,300	A	\$ 12.54 ⁽⁴⁾	355,293	D	
Common Stock						13,000	I	By Spouse
Common Stock						456 ⁽⁵⁾	I	401(k) Plan ⁽⁶⁾

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Plan Option (7)	\$ 12.54	06/10/2009		M			1,950	(8)	12/09/2014	Common Stock	1,950
2002 Plan Option (9)	\$ 13.29	06/10/2009		A		1,839		06/10/2010	12/09/2014	Common Stock	1,839
2002 Plan Option (10)	\$ 12.54	06/10/2009		M			56,300	(8)	12/09/2014	Common Stock	56,300
2002 Plan Option (11)	\$ 13.29	06/10/2009		A		54,463		06/10/2010	12/09/2014	Common Stock	54,463

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

KEEGAN ROBERT J

THE GOODYEAR TIRE & RUBBER COMPANY

1144 EAST MARKET STREET

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.

06/12/2009

__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) 1,839 previously owned shares having a market value of \$13.29 per share were delivered in payment of the option price of \$12.54 per share for 1,950 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan.
- (2) 1,950 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 2002 Plan.
- (3) 53,122 previously owned shares having a market value of \$13.29 per share were delivered in payment of the option price of \$12.54 per share for 56,300 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,341 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (4) 56,300 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 1,948 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, as of June 10, 2009 as reported by the Plan Trustee.
- (6) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (7) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (8) The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant.
- (9) 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.
- (10) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (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 and withheld to pay Federal withholding taxes.

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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