CLARK MARK T Form 4

March 07, 2011

FORM 4

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

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLARK MARK T			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Ti		(Check all applicable)			
76 SOUTH	MAIN STREET	Γ	(Month/D 03/03/20	•		X_ Officer (give below)	e title 10% below) utive VP & CFO	er (specify	
		4. If Ame	ndment, Da	nte Original	6. Individual or Joint/Group Filing(Check				
AKRON, OH 44308			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/03/2011		C	6,878 (2)	A	\$ 37.24	76,208.423	D	
Common Stock	03/03/2011		A	2,426 (2)	A	\$ 37.24	78,634.423	D	
Common Stock	03/03/2011		F	3,248 (2)	D	\$ 37.24	75,386.423	D	
Common Stock							646.43	I	In Savings 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)

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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. Transactic Code (Instr. 8)	5. Number proof 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Rsup10	\$ 1 <u>(1)</u>	03/03/2011		C	6,878 (2)	03/03/2011	03/03/2011	Common Stock	6,878

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK MARK T 76 SOUTH MAIN STREET AKRON, OH 44308

Executive VP & CFO

Signatures

Edward J. Udovich, POA

**Signature of Reporting 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

RSUP10 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 the performance targets achieved, the award was paid out on March 3, 2011, at a performance-rate of 100%. The shares coded "A" represent that portion attributable to this performance adjustment. The shares coded "F" were withheld to cover income tax obligations associated with the payout.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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