

CONNELL THOMAS A
Form 4
December 19, 2007

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 *
CONNELL THOMAS A

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President & Controller

(Last) (First) (Middle)

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2007

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

AKRON, OH 44316-0001

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	12/17/2007		F ⁽¹⁾		2,421	D	\$ 26.66 <u>(1)</u>
Common Stock	12/17/2007		M ⁽²⁾		4,250	A	\$ 6.81 <u>(2)</u>
Common Stock	12/17/2007		F ⁽³⁾		917	D	\$ 26.66 <u>(3)</u>
Common	12/17/2007		M ⁽⁴⁾		1,950	A	\$ 18,133

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Stock						12.54 <u>(4)</u>		
						\$		
Common Stock	12/17/2007		F ⁽⁵⁾	1,725	D	26.66 <u>(5)</u>	16,408	D
Common Stock	12/17/2007		M ⁽⁶⁾	3,000	A	\$ 7.05 <u>(6)</u>	19,408	D
Common Stock	12/17/2007		F ⁽⁷⁾	1,438	D	\$ 26.66 <u>(7)</u>	17,970	D
Common Stock	12/17/2007		M ⁽⁸⁾	2,500	A	\$ 7.05 <u>(8)</u>	20,470	D
Common Stock	12/17/2007		F ⁽⁹⁾	5,047	D	\$ 26.66 <u>(9)</u>	15,423	D
Common Stock	12/17/2007		M ⁽¹⁰⁾	7,275	A	\$ 12.54 <u>(10)</u>	22,698	D
Common Stock	12/17/2007		F ⁽¹¹⁾	4,366	D	\$ 26.66 <u>(11)</u>	18,332	D
Common Stock	12/17/2007		M ⁽¹²⁾	5,500	A	\$ 17.15 <u>(12)</u>	23,832	D

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

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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 (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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 6.81	12/17/2007		M			4,250	<u>(14)</u>	12/02/2013		4,250

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2002 Plan Option <u>(13)</u>								Common Stock	
2002 Plan Option <u>(15)</u>	\$ 26.66	12/17/2007	A	2,421	12/17/2008	12/02/2013		Common Stock	2,421
2002 Plan Option <u>(16)</u>	\$ 12.54	12/17/2007	M	1,950	<u>(14)</u>	12/09/2014		Common Stock	1,950
2002 Plan Option <u>(17)</u>	\$ 26.66	12/17/2007	A	917	12/17/2008	12/09/2014		Common Stock	917
2002 Plan Option <u>(18)</u>	\$ 7.05	12/17/2007	M	3,000	<u>(14)</u>	10/07/2013		Common Stock	3,000
2002 Plan Option <u>(15)</u>	\$ 26.66	12/17/2007	A	1,725	12/17/2008	10/07/2013		Common Stock	1,725
2002 Plan Option <u>(19)</u>	\$ 7.05	12/17/2007	M	2,500	<u>(14)</u>	10/07/2013		Common Stock	2,500
2002 Plan Option <u>(15)</u>	\$ 26.66	12/17/2007	A	1,438	12/17/2008	10/07/2013		Common Stock	1,438
2002 Plan Option <u>(20)</u>	\$ 12.54	12/17/2007	M	7,275	<u>(14)</u>	12/09/2014		Common Stock	7,275
2002 Plan Option <u>(15)</u>	\$ 26.66	12/17/2007	A	5,047	12/17/2008	12/09/2014		Common Stock	5,047
2005 Plan Option <u>(21)</u>	\$ 17.15	12/17/2007	M	5,500	<u>(14)</u>	12/06/2015		Common Stock	5,500
	\$ 26.66	12/17/2007	A	4,366	12/17/2008	12/06/2015			4,366

2005
Plan
Option
(15)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNELL THOMAS A THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			Vice President & Controller	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Thomas A Connell pursuant to a Power of Attorney dated 10/7/03, a copy of which has been previously filed with the SEC.

12/19/2007

__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) 1,085 previously owned shares having a market value of \$26.66 per share were delivered in payment of the option price of \$6.81 per share for 4,250 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,336 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (2) 4,250 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (3) 917 previously owned shares having a market value of \$26.66 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 Plan.
- (4) 1,950 shares were acquired pursuant to the exercise of an Incentive Stock Option granted under the 2002 Plan.
- (5) 793 previously owned shares having a market value of \$26.66 per share were delivered in payment of the option price of \$7.05 per share for 3,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 932 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (6) 3,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (7) 661 previously owned shares having a market value of \$26.66 per share were delivered in payment of the option price of \$7.05 per share for 2,500 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 777 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (8) 2,500 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (9) 3,421 previously owned shares having a market value of \$26.66 per share were delivered in payment of the option price of \$12.54 per share for 7,275 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 1,626 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (10) 7,275 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (11) 3,538 previously owned shares having a market value of \$26.66 per share were delivered in payment of the option price of \$17.15 per share for 5,500 shares acquired pursuant to the exercise of an option granted under the 2005 Plan. In addition, 828 shares were withheld to pay Federal withholding taxes as permitted by the 2005 Plan and option grant.
- (12) 5,500 shares were acquired pursuant to the exercise of an option granted under the 2005 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 8,561 shares.

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- (13) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.
- (14) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (15) 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.
- (16) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (17) 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.
- (18) Exercise of Non-Qualified Stock Option granted on 10/7/2003 under the 2002 Plan.
- (19) Exercise of Non-Qualified Stock Option granted on 10/7/2003 under the 2002 Plan.
- (20) Exercise of Non-Qualified Stock Option granted on 12/9/2004 under the 2002 Plan.
- (21) Exercise of Non-Qualified Stock Option granted on 12/6/2005 under the 2005 Plan.

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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