

GOODYEAR TIRE & RUBBER CO /OH/
 Form 3
 March 05, 2015

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 * Zekoski Joseph (Last) (First) (Middle) 200 INNOVATION WAY (Street) AKRON, OH 44316 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/24/2015	3. Issuer Name and Ticker or Trading Symbol GOODYEAR TIRE & RUBBER CO /OH/ [GT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr VP, Chief Technical Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	10,874	D	^

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⁾	12/06/2009 ⁽²⁾	12/06/2015	Common Stock	1,500	\$ 17.15	D	Â
2005 Plan Option ⁽¹⁾	02/27/2011 ⁽²⁾	02/27/2017	Common Stock	2,800	\$ 24.71	D	Â
2005 Plan Option ⁽¹⁾	02/21/2012 ⁽²⁾	02/21/2018	Common Stock	3,277	\$ 26.74	D	Â
2008 Plan Option ⁽³⁾	02/26/2013 ⁽²⁾	02/26/2019	Common Stock	4,915	\$ 4.81	D	Â
2008 Plan Option ⁽³⁾	02/23/2014 ⁽²⁾	02/23/2020	Common Stock	2,798	\$ 12.74	D	Â
2008 Plan Option ⁽³⁾	02/22/2015 ⁽²⁾	02/22/2021	Common Stock	2,532	\$ 13.91	D	Â
2008 Plan Option ⁽³⁾	02/27/2016 ⁽²⁾	02/27/2022	Common Stock	2,747	\$ 12.94	D	Â
2008 Plan Option ⁽³⁾	02/28/2017 ⁽²⁾	02/28/2023	Common Stock	3,752	\$ 12.98	D	Â
2013 Plan Option ⁽⁴⁾	02/23/2019 ⁽²⁾	02/23/2025	Common Stock	14,082	\$ 27.16	D	Â
2013 Plan Restricted Stock Units ⁽⁵⁾	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	596	\$ ⁽⁶⁾	D	Â
2013 Plan Performance Shares ⁽⁷⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	3,954	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zekoski Joseph 200 INNOVATION WAY AKRON, OH 44316	Â	Â	Â Sr VP, Chief Technical Officer	Â

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Joseph Zekoski pursuant to a Power of Attorney dated 2/11/15, a copy of which is filed herewith.

03/05/2015

**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.

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- (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.
- (4) Non-Qualified Stock Option in respect of shares of Common Stock granted under the 2013 Performance Plan.
- (5) Restricted Stock Units, each equivalent to a share of common stock, granted under the 2013 Performance Plan.
- (6) The Restricted Stock Units vest and convert into shares of common stock on February 24, 2017.

Performance Share Unit grant under the 2013 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2018. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on

- (7) the attainment of certain performance targets over a 3-year period ending December 31, 2017, 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, 2017.

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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