Edgar Filing: McClellan Stephen R - Form 4

McClellan Steph Form 4	ien R									
December 21, 20)17									
FORM 4	1								APPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEM	IENT O		SECUI	Estimated burden ho response.	urs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	tility Hol	ding Co		of 1935 or Sect			
(Print or Type Respo	onses)									
1. Name and Addre McClellan Stepl	Symbol			r Trading UBBER C	 5. Relationship of Reporting Person(s) to Issuer O (Check all applicable) 					
(Last) (First) (Middle) 200 INNOVATION WAY			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017				Director 10% Owner X_ Officer (give title Other (specify below) below) President, Americas			
AKRON, OH 44	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
		(7:)					Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	ransaction Date nth/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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)	
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	ficially ov	ned directly	or indirectly.			
					Perse infor requi	ons who res mation cont red to resp ays a curre	spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Plan Restricted Stock Units <u>(1)</u>	<u>(1)</u>	12/19/2017		D <u>(2)</u>			22,921	<u>(1)</u>	<u>(1)</u>	Common Stock	22,921

Reporting Owners

Reporting Owner Name / Address		R	elationships	
I B	Director 10% Owner		Officer	Other
McClellan Stephen R 200 INNOVATION WAY AKRON, OH 44316			President, Americas	

Signatures

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Stephen R McClellan pursuant to a Power of Attorney dated 10/26/16, a copy of which has been previously filed with the SEC.

<u>**</u>Signature of Reporting Person

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) Restricted Stock Unit ("RSU") grant under the 2017 Performance Plan of The Goodyear Tire & Rubber Company. The RSUs would have vested and converted into shares of Common Stock on October 9, 2020.

(2) The RSU grant was declined by Mr. McClellan and was cancelled by the Compensation Committee.

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.

Date

(In