FIRESTONE JAMES A

Form 4

January 06, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FIRESTONE JAMES A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

GOODYEAR TIRE & RUBBER CO

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

/OH/ [GT]

(Last) (First) 3. Date of Earliest Transaction

below)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Month/Day/Year) 01/04/2010

1144 EAST MARKET STREET

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Officer (give title

X Director

Form filed by More than One Reporting

Person

AKRON, OH 44316

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 8)

Reported Transaction(s)

Following

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

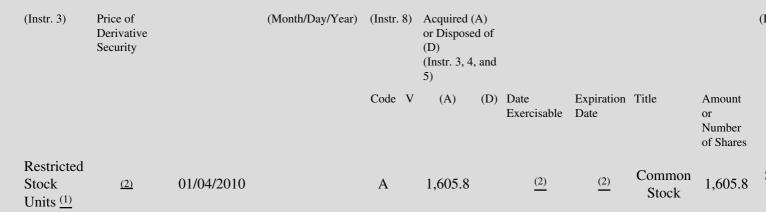
7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FIRESTONE JAMES A 1144 EAST MARKET STREET AKRON, OH 44316 | X | | | |

Signatures

/s/ Anthony E Miller, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of James A Firestone pursuant to a Power of Attorney dated 12/3/07, a copy of which has been previously filed with the SEC.

01/06/2010

**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).
- Restricted Stock Units ("RSU"), each equivalent to a share of the common stock of the Company and payable only in common stock,

 (1) awarded pursuant to the Company's Outside Directors' Equity Participation Plan, as amended (the "Plan"), and accrued to the Equity.
- (1) awarded pursuant to the Company's Outside Directors' Equity Participation Plan, as amended (the "Plan"), and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.
- Each RSU was valued at the fair market value (the closing market price on the NYSE) on the Transaction Date. Each RSU will be converted to a share of common stock on the fifth business day of the calendar quarter following the quarter of the Director's separation from Board service.
- (3) Total RSUs accrued to the Equity Participation Account of the reporting person as of the date of this statement.

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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