

GOODYEAR TIRE & RUBBER CO /OH/

Form 4

March 15, 2005

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER RICHARD J

(Last) (First) (Middle)

**THE GOODYEAR TIRE &
RUBBER COMPANY, 1144 EAST
MARKET STREET**

(Street)

AKRON, OH 44316-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**GOODYEAR TIRE & RUBBER CO
/OH/ [GT]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec Vice Pres & Chf Fin Ofcr

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/11/2005		A		2,375 (3)	A	\$ 14.63 (4)
Common Stock	03/11/2005		A		314 (5)	A	\$ 14.63 (6)
						209 (1)	I
							401(k) (2)
						24,828	D
						25,142	D

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

Reporting Owners

Signatures

03/15/2005

Signature of Reporting Person

Date _____

Explanation of Responses:

Edgar Filing: GOODYEAR TIRE & RUBBER CO /OH/ - Form 4

Plan Trustee.

(2) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.

(3) Shares awarded to the reporting person on 3/11/05 pursuant to Performance Units granted on 12/3/01 under the 1997 Performance Incentive Plan (the "1997 Plan").

(4) In accordance with the terms of the 12/3/01 grant, the reporting person was granted up to 18,000 Units (150% of the base number of Units). The reporting person was awarded on 3/11/05 89.64% of the base number of Units granted, paid in March 2005 as follows: the payment of 50% of the Units awarded was paid in one (1) share of Common Stock per Unit and payment of 50% of the Units awarded was paid in cash at \$14.63 per Unit, the fair market value of the Common Stock on 12/31/04.

(5) Shares awarded to the reporting person on 3/11/05 pursuant to Performance Units granted on 8/6/02 under the 2002 Performance Plan (the "2002 Plan").

(6) In accordance with the terms of the 8/6/02 grant, the reporting person was granted up to 1050 Units (150% of the base number of Units). The reporting person was awarded on 3/11/05 89.64% of the base number of Units granted, paid in March 2005 as follows: the payment of 50% of the Units awarded was paid in one (1) share of Common Stock per Unit and payment of 50% of the Units awarded was paid in cash at \$14.63 per Unit, the fair market value of the Common Stock on 12/31/04.

(7) Performance Units granted on 12/3/01 under the 1997 Plan.

(8) Performance Units granted on 8/6/02 under the 2002 Plan.

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.