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GOODYEAR TIRE & RUBBER CO /OH/

Form 4

January 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Morell Michael J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

GOODYEAR TIRE & RUBBER CO

(Check all applicable)

/OH/ [GT]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

01/03/2017

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

below)

AKRON, OH 44316

200 INNOVATION WAY

(City) (State) (Zip)

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. 8)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

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

(Instr. 3, 4 and 5)

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)

Code

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

4. Transactionof

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

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

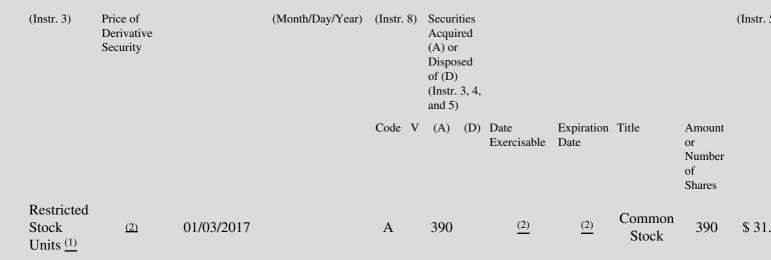
or Exercise Security

any

Deriva

Securit

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morell Michael J 200 INNOVATION WAY	X			
AKRON, OH 44316				

Signatures

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Michael J Morell pursuant to a Power of Attorney dated 12/8/16, a copy of which is filed herewith.

01/05/2017

**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 Participation Account of the reporting person in accordance with the Plan.
- (2) Each RSU was valued at the fair market value (the closing market price) 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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