KEEGAN ROBERT J
Form 4
May 19, 2009

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEEGAN ROBERT 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)
05/15/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Bd, CEO & Pres

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2009		F (1)		28,771	D	$ 11.47 (1)	294,853	D	
Common Stock	05/15/2009		M (2)		35,000	A	$ 7.94 (2)	329,853	D	
Common Stock	05/15/2009		F (3)		76,508	D	$ 11.47 (3)	253,345	D	
Common	05/15/2009		M (4)		100,000	A	$ 6.81	353,345	D	

Stock	(4)			
Common Stock		13,000	I	By Spouse
Common Stock		462 (5)	I	401(k) Plan (6)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
2002 Plan Option (7)	$ 7.94	05/15/2009		M			35,000	(8)	12/03/2012	Common Stock	35
2002 Plan Option (9)	$ 11.47	05/15/2009		A		28,771		05/15/2010	12/03/2012	Common Stock	28
2002 Plan Option (10)	$ 6.81	05/15/2009		M			100,000	(8)	12/02/2013	Common Stock	10
2002 Plan Option (9)	$ 11.47	05/15/2009		A		76,508		05/15/2010	12/02/2013	Common Stock	76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEEGAN ROBERT J THE GOODYEAR TIRE & RUBBER COMPANY	X		Chairman of the Bd, CEO & Pres	

1144 EAST MARKET STREET
AKRON, OH 44316-0001

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Robert J Keegan pursuant to a Power of Attorney dated 10/3/02, a copy of which has been previously filed with the SEC.	05/19/2009
**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).
(1)	24,222 previously owned shares having a market value of $11.47 per share were delivered in payment of the option price of $7.94 per share for 35,000 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan"). In addition, 4,549 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
(2)	35,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan.
(3)	59,356 previously owned shares having a market value of $11.47 per share were delivered in payment of the option price of $6.81 per share for 100,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan. In addition, 17,152 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
(4)	100,000 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. As a result of the transactions reported herein, the reporting person's ownership of stock increased by 29,721 shares.
(5)	Total number of shares of common stock allocated to the account of the reporting person in a trust established under Goodyear's Employee Savings Plan for Salaried Employees, a 401(k) Plan, as of May 15, 2009 as reported by the Plan Trustee.
(6)	The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
(7)	Exercise of Non-Qualified Stock Option granted on 12/3/2002 under the 2002 Plan.
(8)	The option vested and became exercisable in 25% increments over four years commencing one year after the date of grant.
(9)	Pursuant to the terms of the plan, a reload option was granted for the number of shares tendered in payment of the option exercise price and withheld to pay Federal withholding taxes.
(10)	Exercise of Non-Qualified Stock Option granted on 12/2/2003 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.
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