

MILLER GARY A
Form 4
December 22, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER GARY A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

THE GOODYEAR TIRE & RUBBER COMPANY, 1144 EAST MARKET STREET

(Street)

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

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

AKRON, OH 44316-0001

(City) (State) (Zip)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/20/2005 | | F ⁽¹⁾ | 800 | D | \$ 17.35 | 7,673 D |
| | | | | | | <u>(1)</u> | |
| Common Stock | 12/20/2005 | | M ⁽²⁾ | 1,750 | A | \$ 7.94 | 9,117 D |
| | | | | | | <u>(2)</u> | |
| Common Stock | 12/20/2005 | | F ⁽³⁾ | 912 | D | \$ 17.35 | 8,205 D |
| | | | | | | <u>(3)</u> | |
| Common | 12/20/2005 | | M ⁽⁴⁾ | 2,325 | A | \$ 6.81 | 10,075 D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|-----|----------|----------------------|---|-----------------------------------|
| Stock | | | | | (4) | | | | |
| Common Stock | 12/20/2005 | | M ⁽⁵⁾ | 1,409 | D | \$ 17.35 | 8,666 | D | |
| Common Stock | 12/20/2005 | | M ⁽⁶⁾ | 1,950 | A | \$ 12.54 | 10,616 | D | |
| Common Stock | 12/20/2005 | | F ⁽⁷⁾ | 271 | D | \$ 17.35 | 10,345 | D | |
| Common Stock | 12/20/2005 | | M ⁽⁸⁾ | 375 | A | \$ 12.54 | 10,686 | D | |
| Common Stock | | | | | | | 2,858 ⁽⁹⁾ | I | 401(k) Plan ⁽¹⁰⁾ |
| Common Stock | | | | | | | 300 | I | Held as Custodian for minor child |

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2002 Plan Option ⁽¹¹⁾ | \$ 7.94 | 12/20/2005 | | M | | 1,750 | | ⁽¹²⁾ | 12/03/2012 | Common Stock | 1,750 |
| 2002 Plan Option | \$ 17.35 | 12/20/2005 | | A | | 1,106 | | 12/20/2006 | 12/03/2012 | Common Stock | 1,106 |

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800 previously owned shares having a market value of \$17.35 per share were delivered in payment of the option price of \$7.94 per share for 1,750 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.

- (2) 1,750 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 800 shares valued in accordance with the 2002 Plan. In addition, 306 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (3) 912 previously owned shares having a market value of \$17.35 per share were delivered in payment of the option price of \$6.81 per share for 2,325 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (4) 2,325 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 912 shares valued in accordance with the 2002 Plan. In addition, 455 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (5) 1,409 previously owned shares having a market value of \$17.35 per share were delivered in payment of the option price of \$12.54 per share for 1,950 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (6) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (7) 271 previously owned shares having a market value of \$17.35 per share were delivered in payment of the option price of \$12.54 per share for 375 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (8) 375 shares were acquired pursuant to the exercise of an option granted under the 2002 Plan. The option purchase price was paid in accordance with the 2002 Plan in the form of 271 shares valued in accordance with the 2002 Plan. In addition, 34 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transactions reported herein, the reporting person's direct ownership of common shares increased by 2,213 shares.
- (9) 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 (the "Savings Plan"), as of the date of this statement as reported by the Plan Trustee.
- (10) The shares are held by a nominee of The Northern Trust Company, the Savings Plan Trustee.
- (11) Exercise of Non-Qualified Stock Option granted on 12/3/2002 under the 2002 Plan.
- (12) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (13) 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.
- (14) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.
- (15) Exercise of Incentive Stock Option granted on 12/9/2004 under the 2002 Plan.
- (16) Exercise of Non-Qualified Stock Option granted on 12/9/2004 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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