

GOODYEAR TIRE & RUBBER CO /OH/

Form 424B5

May 17, 2007

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**Filed pursuant to Rule 424(b)(5)
Registration Statement No. 333-142784**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, without par value	26,136,363(1)	\$33.00	\$862,499,979	\$26,478.75(2)

(1) Includes shares issuable upon exercise of the underwriters' over-allotment option.

(2) The registration fee of \$26,478.75 is calculated in accordance with Rule 457(r) of the Securities Act of 1933. Pursuant to Rule 457(p), the filing fee of \$184,000 paid by the registrant in connection with securities that were previously registered but remained unsold under Registration Statement No. 333-90786, which was filed on June 19, 2002, is offset against the registration fee due in connection with this offering.

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Registration Statement No. 333-142784**

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED MAY 9, 2007

22,727,272 Shares

The Goodyear Tire & Rubber Company

Common Stock

We are offering to sell 22,727,272 shares of our common stock through this prospectus supplement and the accompanying prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol GT. The last reported sale price of our common stock on May 16, 2007 was \$33.27 per share.

Investing in our common stock involves risks. See Risk Factors on page S-12 of this prospectus supplement.

	Per Share	Total
Public offering price	\$ 33.00	\$ 749,999,976.00
Underwriting discounts and commissions	\$ 1.0725	\$ 24,374,999.22
Proceeds, before expenses, to us	\$ 31.9275	\$ 725,624,976.78

The underwriters may also purchase up to an additional 3,409,091 shares of common stock from us at the public offering price, less the underwriting discount, within 30 days following the date of this prospectus supplement to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares against payment on or about May 22, 2007.

Joint Book-Running Managers

Deutsche Bank Securities

Citi

Goldman, Sachs & Co.

Co-Managers

Calyon Securities (USA) Inc.

JPMorgan

KBC Financial Products

Morgan Stanley

Natexis Bleichroeder Inc.

The date of this prospectus supplement is May 16, 2007.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any other offering material filed or provided by us. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any other offering material is accurate as of any date other than the date on the front of such document. Any information incorporated by reference in this prospectus supplement, any accompanying prospectus or any other offering material is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. In this prospectus supplement, we provide you with specific information about the shares of our common stock that we are selling in this offering and about the offering itself. Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, our common stock and other information you should know before investing in our common stock. This prospectus supplement also adds, updates and changes information contained or incorporated by reference in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under **Incorporation of Certain Documents by Reference** before investing in our common stock.

NON-GAAP FINANCIAL MEASURES

The body of accounting principles generally accepted in the United States is commonly referred to as GAAP. A non-GAAP financial measure is generally defined by the SEC as one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measures. In this prospectus supplement, we disclose Covenant EBITDA, which is a non-GAAP financial measure used in certain of the covenants in our principal credit facilities, as amended and restated in April 2007.

Covenant EBITDA is presented not as a measure of operating results but rather as a measure of our ability, under our amended and restated credit facilities, to incur debt and make certain restricted payments that are not otherwise expressly permitted by those agreements. It should not be construed as an alternative to either (i) income from operations or (ii) cash flows from operating activities. As a limitation on our ability to incur debt in accordance with our amended and restated credit facilities could affect our liquidity, we believe that the presentation of Covenant EBITDA provides investors with important information. It should be noted that companies calculate EBITDA differently; as a result, Covenant EBITDA as presented by us may not be comparable to EBITDA or similarly-titled measures reported by other companies.

MARKET AND INDUSTRY DATA AND FORECASTS

This prospectus supplement and the accompanying prospectus include or incorporate by reference industry data and forecasts that we obtained from industry publications and surveys and internal company surveys. Industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference documents that we file with the SEC into this prospectus supplement, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference in this prospectus supplement is considered part of this prospectus supplement. Any statement in this prospectus supplement or incorporated by reference into this prospectus supplement shall be automatically modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in a subsequently filed document that is incorporated by reference in this prospectus supplement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We incorporate by reference the following documents which have been filed with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed):

Annual Report on Form 10-K for the year ended December 31, 2006;

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2007;

Current Reports on Form 8-K filed with the SEC on January 5, 2007, February 28, 2007, March 5, 2007, March 14, 2007, March 23, 2007, April 10, 2007, April 13, 2007, April 23, 2007, April 27, 2007, May 3, 2007 and May 9, 2007; and

Definitive Proxy Statement on Schedule 14A filed on March 9, 2007.

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, from the date of this prospectus supplement until the termination of the offering of all securities under this prospectus supplement, shall be deemed to be incorporated in this prospectus supplement by reference. The information contained on our website (<http://www.goodyear.com>) is not incorporated into this prospectus supplement.

You may request a copy of any documents incorporated by reference herein at no cost by writing or telephoning us at:

The Goodyear Tire & Rubber Company
1144 East Market Street
Akron, Ohio 44316-0001
Attention: Investor Relations
Telephone number: 330-796-3751

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information reporting requirements of the Exchange Act and, accordingly, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available at the SEC's website (<http://www.sec.gov>) or through our web site (<http://www.goodyear.com>). We have not incorporated by reference into this prospectus supplement the information included on or linked from our website, and you should not consider it part of this prospectus supplement. You may also read and copy any document we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates from the Public Reference Room of the SEC. You may call the SEC at 1-800-SEC-0330

for further information on the operation of the Public Reference Room. Our SEC filings are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

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FORWARD-LOOKING INFORMATION SAFE HARBOR STATEMENT

Certain information set forth herein and incorporated by reference herein may constitute forward-looking statements regarding events and trends that may affect our future operating results and financial position. The words estimate, expect, intend and project, as well as other words or expressions of similar meaning, are intended to identify forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this prospectus supplement or, in the case of information incorporated by reference herein, as of the date of the document in which such information appears. Such statements are based on current expectations and assumptions, are inherently uncertain, are subject to risks and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, including:

if we do not achieve projected savings from various cost-reduction initiatives or successfully implement other strategic initiatives our operating results and financial condition may be materially adversely affected;

a significant aspect of our master labor agreement with the United Steelworkers is subject to court and regulatory approvals, which, if not received, could result in the termination and renegotiation of the agreement;

we face significant global competition, increasingly from lower cost manufacturers, and our market share could decline;

our pension plans are significantly underfunded and further increases in the underfunded status of the plans could significantly increase the amount of our required contributions and pension expenses;

higher raw material and energy costs may materially adversely affect our operating results and financial condition;

continued pricing pressures from vehicle manufacturers may materially adversely affect our business;

pending litigation relating to our 2003 restatement could have a material adverse effect on our financial condition;

our long-term ability to meet current obligations and to repay maturing indebtedness, is dependent on our ability to access capital markets in the future and to improve our operating results;

we have a substantial amount of debt, which could restrict our growth, place us at a competitive disadvantage or otherwise materially adversely affect our financial health;

any failure to be in compliance with any material provision or covenant of our secured credit facilities and the indenture governing our senior secured notes could have a material adverse effect on our liquidity and our results of operations;

our capital expenditures may not be adequate to maintain our competitive position;

our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly;

we may incur significant costs in connection with product liability and other tort claims;

our reserves for product liability and other tort claims and our recorded insurance assets are subject to various uncertainties, the outcome of which may result in our actual costs being significantly higher than the amounts recorded;

we may be required to deposit cash collateral to support an appeal bond if we are subject to a significant adverse judgment, which may have a material adverse effect on our liquidity;

we are subject to extensive government regulations that may materially adversely affect our operating results;

our international operations have certain risks that may materially adversely affect our operating results;

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we have foreign currency translation and transaction risks that may materially adversely affect our operating results;

the terms and conditions of our global alliance with Sumitomo Rubber Industries, Ltd., or SRI, provide for certain exit rights available to SRI in 2009 or thereafter, upon the occurrence of certain events, which could require us to make a substantial payment to acquire SRI's interest in certain of our joint venture alliances (which include much of our operations in Europe);

if we are unable to attract and retain key personnel, our business could be materially adversely affected;

work stoppages, financial difficulties or supply disruptions at our suppliers or our major OE customers could harm our business; and

we may be impacted by economic and supply disruptions associated with global events including war, acts of terror, civil obstructions and natural disasters.

It is not possible to foresee or identify all such factors. We will not revise or update any forward-looking statement or disclose any facts, events or circumstances that occur after the date hereof that may affect the accuracy of any forward-looking statement.

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SUMMARY

*The following summary contains basic information about this offering. It may not contain all of the information that is important to you and it is qualified in its entirety by the more detailed information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should carefully consider the information contained in and incorporated by reference in this prospectus supplement, including the information set forth under the heading *Risk Factors* in this prospectus supplement and the accompanying prospectus. In addition, certain statements include forward-looking information that involves risks and uncertainties. See *Forward-Looking Information* *Safe Harbor Statement*.*

*In the first quarter of 2007, we entered into an agreement to sell substantially all of the business activities and operations of our Engineered Products business to EPD Inc., a company controlled by Carlyle Partners IV, L.P., an affiliate of The Carlyle Group. The summary financial data and other financial information contained in this prospectus supplement present the results of our Engineered Products business, which was previously a reportable operating segment, as discontinued operations for all periods presented. Unless otherwise expressly indicated, the operating and other information presented below under *Overview of Goodyear* excludes our Engineered Products business.*

*The terms *Goodyear*, *Company* and *we*, *us* or *our* wherever used herein refer to the Company together with all of its consolidated domestic and foreign subsidiary companies, unless the context indicates to the contrary.*

Overview of Goodyear

We are one of the world's leading manufacturers of tires with one of the most recognized brand names in the world. We are a leader in the majority of the tire markets in which we operate, including North America, Latin America, Europe, Eastern Europe, the Middle East, Africa and Asia (excluding Japan). This global presence is reinforced by our 65 manufacturing facilities in 27 countries, including 61 facilities dedicated to the tire manufacturing process and 4 plants that manufacture chemical products. Our tires are manufactured and sold under a variety of brand names including Goodyear, Dunlop, Kelly, Fulda, Sava and Debica. For the twelve months ended March 31, 2007, we generated net sales of approximately \$18.8 billion.

Our principal business is the development, manufacture, distribution and sale of tires for a variety of uses to customers around the world. Applications for our products range from passenger vehicles and NASCAR racing to commercial trucks and a variety of off-the-road applications. We are a major supplier of tires to most original equipment, or OE, manufacturers of automobiles, truck, farm and construction equipment and aircraft, which we believe provides us with a competitive advantage in the replacement market and fosters technological innovation. Our tires are distributed to consumers through numerous channels, including independent wholesale and retail dealers, mass merchandisers, warehouse clubs and company-owned retail outlets. In the United States, we have more than 12,000 points of distribution. In addition to our tire business, we operate more than 1,800 tire and auto service center outlets where we offer our products for retail sale and provide automotive repair and other services.

As a part of our continued effort to divest our non-core businesses, in the first quarter of 2007, we entered into an agreement to sell substantially all of the business activities and operations of our Engineered Products business for approximately \$1.5 billion, subject to certain closing adjustments and conditions. As a result, we now present the results of that business, which was previously a reportable operating segment, as discontinued operations.

We conduct our continuing operations through five strategic business units/segments: North American Tire; European Union Tire; Eastern Europe, Middle East and Africa (EEMEA) Tire; Latin American Tire; and

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Asia Pacific Tire. The following chart illustrates net sales for the twelve months ended March 31, 2007 for those business units:

Net Sales by Business Unit Total Sales: \$18.8 Billion

Competitive Strengths

Market Leader with Global Footprint. Our global footprint includes significant production capacity in countries across Latin America, Eastern Europe and Asia, which generally have a lower manufacturing cost per tire than facilities located in Western Europe and North America. We have made significant capital investments in these low-cost production facilities in order to supply the local tire markets and to export products to Western Europe and North America. This global manufacturing strategy allows us to compete aggressively in our primary markets and expand our presence in the emerging markets.

Strong Brand Names. Our well-established brand names and trademarks have built consumer confidence in our products. The Goodyear name and the Goodyear & Winged Foot trademark are among the most widely recognized in the world. Our strong portfolio of brand names enables us to market our products across the spectrum of consumer buying preferences, from the high performance to value segments. We have developed strong product brand awareness with the Goodyear Eagle, Goodyear Wrangler, Goodyear Fortera and Goodyear Assurance brand names. The Eagle products target the high performance and luxury segments of the market, while the Wrangler and Fortera products target the sport utility and light truck segment. The Assurance brand includes tires with ComforTred Technology for luxury vehicles and tires with TripleTred Technology for all-weather performance. In addition to the Goodyear brand, the Dunlop brand has a long history of consumer recognition and preference as a quality product. Dunlop is a leading brand in the sport/performance market in Europe. We also target tire brands to specific countries and regions. Our Fulda brand in Germany and our Debica and Sava brands in Poland and Slovenia, respectively, enjoy well-established reputations in the markets they serve.

Extensive Distribution Network in the United States. We distribute our tires through a large and diverse network of channels in the United States, the world's largest passenger vehicle market. With more than 12,000 locations that offer our products, we believe we have more points of distribution in the United States than any other tire company.

Our U.S. distribution network includes independent tire dealers, mass merchandisers, wholesale distributors and our own retail stores. Our retail store strategy includes the Gemini full service automotive centers as well as our Just Tires stores, which focus on providing tire replacement services. We also have relationships with independent dealers, which provide more than 7,000 outlets for our products in the United States. This extensive distribution network provides a competitive advantage as consumers have more places to find and buy a Goodyear product, which has helped us maintain the number one position in the tire market in the United States.

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We are also actively expanding our commercial truck distribution network. In June 2006, we entered into an exclusive agreement with Pilot Travel Centers, the nation's largest retail operator of travel centers catering to professional drivers, to develop and operate commercial truck service centers at certain of Pilot's locations. Through these centers, we offer new and retread tires to commercial truck drivers at convenient locations, along with limited mechanical service, preventive maintenance and roadside assistance.

Product Development Expertise. We develop new and improved products using our extensive technological resources in the United States and Europe. We combine traditional road and laboratory testing with computer model predictive tire testing to evaluate tire characteristics, which allows us to bring new tires to market rapidly. We believe that our ability to design, test and develop new products provides us with a competitive advantage over smaller tire companies that do not have the size or resources to support new product development. We also believe it provides us with an advantage over large competitors who do not have the predictive modeling capabilities we do.

In 2004, we had several successful product launches, including the Assurance featuring TripleTred Technology, an all-weather tire, and the Assurance featuring ComforTred Technology, a low-noise, high-comfort premium tire. In 2005, we launched the Wrangler and the Fortera featuring SilentArmor Technology. These products feature DuPont Kevlar for strength and durability and have side walls reinforced with Durawall compound, which helps tires resist scuffing and abrasion. In March 2006, we launched the new Goodyear Eagle with ResponsEdge Technology, which has an outboard side wall that is reinforced with a high-tech carbon fiber insert to provide stiffness for response handling and steering precision. Other notable innovations include the Extended Mobility Tire, or EMT, a run-flat tire, as well as a new fuel-efficient commercial tire technology, Fuel Max Technology, which helps improve fuel economy.

At our North American dealer conference in early February 2007, we continued our transformation to a market-driven, consumer-focused company with the introduction of the Goodyear Eagle F1 All-Season high performance tire with carbon fiber and the Goodyear Wrangler SR-A with WetTrac Technology for the SUV and light truck market. In Europe, we launched the new Goodyear UltraGrip Extreme, which is targeted at the winter performance segment of the market, and the new Goodyear Eagle F1 Asymmetric tire, which is targeted at the high performance segment. We expect to introduce additional new tires in key market segments in 2007.

High Quality Products with a Focus on Safety. We have been making tires for more than 100 years and believe that our products are among the highest quality in the world. We have been a pioneer in the development of the EMT, which has raised the bar on consumer safety. The EMT is a run-flat tire that can be driven 50 to 100 miles at 50 mph with no air pressure in the tire.

Key Supplier to the OE Market. About 29% of our annual unit sales are derived from shipments to OE manufacturers of autos, trucks and other transportation vehicles. We have long-term relationships with our OE customers, which include General Motors, DaimlerChrysler, Ford, Toyota, Honda, BMW, Volkswagen, Volvo Trucks, Freightliner, Caterpillar and Boeing. We believe that maintaining a significant supply relationship with OE manufacturers results in increased after-market sales. We have a leading position in the OE market, and we believe that our ability to design and manufacture tires to the specifications needed to serve that market provides us with a competitive advantage over tire companies that only serve replacement markets.

Strong Leadership Potential in Emerging Markets. We believe that we are well-positioned to take advantage of the significant growth opportunities in emerging markets such as China, Russia, Central and Eastern Europe and sub-Saharan Africa. For example, we are expanding our radial auto tire plants in China and expect to increase annual production there significantly. In Central and Eastern Europe, we have large manufacturing operations in Poland and Slovenia and are expanding our operations in Poland. Both operations have leading shares of their home markets and serve, along with our Latin America production centers, as export sources to Western Europe and North America.

Additionally, we have sales offices in most Central and Eastern European countries, China, Russia and throughout the growing sub-Saharan region of Africa.

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Business Strategy

Our principal business strategies are aimed at improving our operational and financial performance, enhancing financial flexibility through debt reduction and repositioning ourselves for future growth. Outlined below are the key business strategies to achieve these objectives:

Leadership. We have made both broad and deep changes to our leadership teams and our organizational structure. In particular, we believe we have identified strong leaders to guide our North American Tire business. Over the course of the last few years, we have made new appointments to a substantial number of our key leadership positions.

Focus on Cash. We intend to continue our focus on increasing cash flow through better margins, selective investments and divestitures and working capital management, as well as on maintaining adequate liquidity for our operations. As part of this strategy, in recent years we have sold certain non-core businesses and other assets. For instance, in the first quarter of 2007 we agreed to sell our Engineered Products business for approximately \$1.5 billion in cash, subject to certain post-closing adjustments. In 2006, we sold our tire fabric operations for approximately \$77 million and made other divestitures that yielded proceeds of approximately \$50 million. These dispositions build on prior sales of other non-core business and assets, such as the 2005 sales of our North American farm tire business for approximately \$100 million, our Indonesian rubber plantation for approximately \$70 million and our Wingtack adhesive resins business for approximately \$55 million.

We also continue to engage in financing activities that enhance our liquidity position. In November 2006, we issued \$1 billion in aggregate principal amount of unsecured notes. A portion of the proceeds were used to repay at maturity \$216 million of notes due December 1, 2006 and \$300 million of notes due March 15, 2007. In April 2007, we amended and restated three of our principal credit facilities in order to reduce interest expense, extend maturities and provide for more flexible covenant packages. While these and other activities have improved our liquidity position, we continue to review potential divestitures of other non-core businesses and assets and other financing options.

Lower Cost Structure. We continue to focus on reducing operational costs through our four-point cost savings plan. We expect to achieve between \$1.8 billion and \$2.0 billion in aggregate gross cost savings through 2009 compared to 2005 costs. Our expected cost reductions over this period consist of:

Continuous Improvement Initiatives & United Steelworkers Savings. We have targeted cost savings through 2009 of at least \$1.25 billion to \$1.4 billion from continuous improvement initiatives related to our operational efficiency. As part of this effort, we have redesigned our tire production formulations to permit us to shift up to 15% of the natural rubber content of a tire to synthetic rubber to help reduce costs. We have also adopted the use of Six Sigma management tools and lean manufacturing principles, which help reduce variation in the quality of our products and improve operational efficiencies across our business units and administrative functions. This area of cost reductions also includes approximately \$300 million in ongoing savings that we expect to achieve from our master labor agreement with the United Steelworkers, or USW (other than the closure of our Tyler, Texas manufacturing facility). In addition, we have improved safety initiatives to reduce workplace injuries.

Reducing Our Footprint. We have targeted cost savings through 2009 of more than \$150 million through the reduction of our high-cost manufacturing footprint, including reducing high-cost capacity by more than 25 million units. In 2006, we closed our Washington, UK and Upper Hutt, New Zealand facilities. In 2007, we closed our Morocco facility and discontinued tire production at our Valleyfield, Quebec facility. As part of our master labor agreement with the USW, we also plan to close our Tyler, Texas manufacturing facility after December 31, 2007.

Leveraging Our Asian Procurement Office. By leveraging our Asian procurement office to source raw materials, low-cost tires and capital equipment at lower costs, we plan to achieve cost savings through 2009 of between \$200 and \$300 million.

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Selling, Administrative & General. We plan to achieve cost savings through 2009 of \$200 million to \$250 million by reducing our selling, administrative and general expenses. We have made significant employee benefit changes and are also pursuing outsourcing opportunities, such as for payroll and benefits administration and warehouse management, in order to reduce costs. We are also concentrating our marketing spending and consolidating our back-office in order to further improve efficiencies.

Product Leadership. The success of our replacement tire products is derived from our approach to product development. Since the majority of our sales are replacement tires, we approach product development as a consumer products company. We clearly define our target segments of the market, research market trends, and develop a thorough understanding of consumer needs through focus groups and other techniques. With that information, we are able to develop products to address consumer needs.

Our new product development initiatives focus on enhancing our reputation for product quality and innovation, as demonstrated by the successful launches of the Assurance brand tire in 2004, the Wrangler and Fortera brand tires featuring SilentArmor Technology in 2005 and the Eagle with ResponsEdge Technology in 2006. In 2006, our Eagle with ResponsEdge technology won the editor's choice award for outstanding design and innovation from *Popular Mechanics*, as well as the Best of What's New Award from *Popular Science*. A leading U.S. consumer magazine also named our Dunlop SP Sport 5000 the top-rated performance all-season tire and our Goodyear Eagle Ultra Grip GW3 the top-rated performance winter tire for 2006.

Building Brand Strength. The Goodyear brand is recognized globally, and our extensive stable of brand names appeals to a broad spectrum of consumers. Through focused analysis of sales data, we will continue to differentiate our brands by product type. We are refocusing our sales effort to develop strategies with the major tire dealers and wholesale distributors in order to improve the services we provide to them. Additionally, we are leveraging marketing spending on core brands to build and maintain brand strength.

Leverage Distribution. We have an excellent position with some of the largest mass merchandisers in the North American market, which we believe will allow us to grow as they expand globally. Additionally, a critical part of distribution is strong dealer channels in the U.S. and Europe. The majority of our products are distributed through independent dealers.

Advantaged Supply Chain. Our customers are critical to our success, and through an advantaged supply chain we are improving our service levels to exceed their business requirements and improve their businesses. Our supply chain organization was designed, staffed and funded to create a competitive advantage in our industry for our customers and for us. We have made significant progress in the implementation of our customer ordering process by making modifications that are designed to get the right tire to the right place at the right time while keeping costs and inventories low.

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We are one of three principal tire manufacturers worldwide. On a combined basis, the top three manufacturers Goodyear, Michelin and Bridgestone/Firestone account for more than one-half of worldwide tire sales. We compete with Michelin and Bridgestone/Firestone in both the replacement and OE automotive markets. The global replacement market is substantially larger than the global OE market, with approximately three out of four tires sold worldwide being replacement tires. The OE market is cyclical and less profitable than the replacement market but is an important market for product development and future replacement sales. An important feature of the replacement-tire market is that it is more profitable than the OE market. Replacement demand is primarily related to two factors: (i) the population of vehicles in use; and (ii) growth in miles driven per vehicle. In addition, there are several other factors that have the potential to reduce or accelerate growth in replacement demand for tires, including tire durability, unemployment/consumer confidence, fuel prices and vehicle mix. In the United States, the total market for consumer tires was approximately 288 million tires in 2006.

Estimated 2006 Market Share by Brand Name in the United States (%)

Brand Name	OE Market(1)	Replacement Market(2)		
	Passenger Vehicles and Light Trucks	Passenger Vehicles	Light Trucks	Heavy/Medium Trucks
Goodyear	34	15	13	21
BF Goodrich	5	5	10	3
Bridgestone	16	7	8	19
Cooper	N/A	5	6	2
Firestone	2	8	6	7
General	6	3	4	5
Michelin	13	8	7	19

Source: Modern Tire Dealer. Market share based upon volume.

(1) Excludes heavy/medium trucks. Includes Canadian market.

(2) U.S. replacement market only.

Tire technology has made significant progress in recent years and continues to influence product offerings. A typical tire has become lighter and longer-lasting with less rolling resistance. As a result, it is capable of higher speeds and delivers much shorter braking distances on wet as well as dry surfaces. Advances in run-flat tires have been the latest innovation. Additionally, a new focus is on systems integration as both vehicle manufacturers and component suppliers team up with tire makers to leverage their expertise and assess the joint development of new suspension, braking and steering systems.

Since 2003, tire prices have been steadily increasing in most parts of the world. The average price of a replacement passenger tire in the United States increased 6.6% in 2006 and has continued to increase in 2007. A more profitable sales mix has improved tire manufacturers' performance as consumers are purchasing more high-margin, high-performance tires.

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Recent Developments

VEBA. On December 28, 2006, members of the United Steelworkers, or USW, ratified the terms of a new master labor agreement ending a strike by the USW that began on October 5, 2006. The new agreement covers approximately 12,200 workers at 12 of our tire and Engineered Products plants in the United States. In connection with the master labor agreement, we entered into a memorandum of understanding with the USW regarding the establishment of an independent Voluntary Employees Beneficiary Association, or VEBA, intended to provide healthcare benefits for current and future USW retirees. The establishment of the VEBA is conditioned upon U.S. District Court approval of a settlement of a declaratory judgment action to be filed by the USW pursuant to the memorandum of understanding. We have committed to contribute to the VEBA \$1 billion, which will consist of at least \$700 million in cash and an additional \$300 million in cash or shares of our common stock at our option. We currently plan to fund the VEBA entirely with cash. We plan to make our contributions to the VEBA following the District Court's approval of the settlement. If the VEBA is not approved by the District Court (or if the approval of the District Court is subsequently reversed), the master labor agreement may be terminated by either us or the USW, and negotiations may be reopened on the entirety of the master labor agreement. In addition, if we decide to make a contribution in shares of our common stock and do not receive the necessary regulatory approvals for the contribution of our common stock to the VEBA, we have the right to terminate the master labor agreement and reopen negotiations.

Sale of Engineered Products Business. In the first quarter of 2007, we entered into an agreement to sell substantially all of the business activities and operations of our Engineered Products business to EPD Inc., a company controlled by Carlyle Partners IV, L.P., an affiliate of The Carlyle Group. The purchase price is approximately \$1.5 billion in cash, subject to certain closing adjustments. The closing of the transaction is subject to the receipt of antitrust and other governmental approvals and other customary conditions. In addition, the closing of the transaction is subject to EPD Inc.'s completion of a labor agreement with the USW. The summary financial data and other financial information contained in this prospectus supplement present the results of our Engineered Products business, which was previously a reportable operating segment, as discontinued operations for all periods presented.

Refinancing of Principal Credit Facilities. On April 20, 2007, we closed on an amendment and restatement of three of our principal credit facilities. Significant changes to the agreements include:

With respect to our \$1.5 billion asset-based revolving credit facility, an extension of its maturity until 2013, a reduction of the applicable interest rate by between 50 and 75 basis points (depending on availability of undrawn amounts) and a more flexible covenant package.

With respect to our \$1.2 billion second lien term loan, an extension of its maturity until 2014, a reduction of the applicable interest rate by 100 basis points (to be further reduced by 25 basis points if Goodyear's credit ratings are BB- and Ba3 or higher) and a more flexible covenant package.

With respect to our \$505 million European credit facility, the conversion of the \$155 million term loan portion of the existing facility to a revolving facility, an extension of its maturity until 2012, a reduction of the applicable interest rate by 75 basis points (as compared to the existing European revolving facility) and 37.5 basis points (as compared to the existing European term loan) and a more flexible covenant package.

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The Offering

Common stock offered	22,727,272 shares
Common stock to be outstanding after this offering	206,303,511 shares (209,712,602 shares if the underwriters exercise their over-allotment option in full)
Over-allotment option	We have granted the underwriters a 30-day option to purchase a maximum of 3,409,091 additional shares of common stock to cover over-allotments, if any.
Use of proceeds	We intend to use a portion of the net proceeds from this offering to redeem \$140 million in principal amount of our outstanding 9.00% Senior Notes due 2015 and \$175 million in principal amount of our outstanding 8.625% Senior Notes due 2011 at prices equal to 109.00% and 108.625%, respectively, plus accrued and unpaid interest. We expect to use the remainder of the net proceeds from this offering for general corporate purposes, which may include, among other things, investment in growth initiatives within our core tire businesses and the repayment of additional debt. See Use of Proceeds.
Certain U.S. federal income tax considerations	You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning our common stock in light of your particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. See Material United States Federal Income and Estate Tax Consequences to Non-U.S. Holders.
Risk factors	See Risk Factors beginning on page S-12 of this prospectus supplement and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in our common stock.
New York Stock Exchange symbol	GT

The number of shares of our common stock to be outstanding immediately after the offering is based on 183,576,239 shares outstanding as of May 14, 2007 and excludes 19,896,535 shares issuable upon exercise of outstanding options, 29,066,279 shares issuable upon conversion of our 4.00% Convertible Senior Notes due 2034 and 2,219,637 shares issuable upon satisfaction of the performance measures with respect to outstanding performance shares. The Convertible Senior Notes are convertible through June 30, 2007, due to satisfaction of an applicable stock price condition and may remain convertible in future fiscal quarters.

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Summary Financial Data

The following table sets forth summary consolidated historical financial data for Goodyear. The summary historical financial data for the years ended December 31, 2004, 2005 and 2006 have been derived from our audited consolidated financial statements and related notes, which appear in our Current Report on Form 8-K, dated May 3, 2007, which is incorporated by reference herein and in the accompanying prospectus. The summary historical financial data for the three months ended March 31, 2006 and March 31, 2007 were summarized from our unaudited consolidated financial statements and related notes, which appear in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, which is incorporated by reference herein and in the accompanying prospectus. The summary historical financial data for the twelve months ended March 31, 2007 were derived by adding our audited historical consolidated financial data for the year ended December 31, 2006 to our unaudited historical consolidated financial data for the three months ended March 31, 2007, and subtracting our unaudited historical financial data for the three months ended March 31, 2006. In our opinion, all adjustments necessary for a fair presentation of our financial position and results of operations have