

GOODYEAR TIRE & RUBBER CO /OH/  
Form FWP  
May 07, 2009

Filed Pursuant to Rule 433  
Registration No. 333-158992  
May 6, 2009

**Pricing Term Sheet**

|   |   |
|---|---|
| Issuer:   | The Goodyear Tire & Rubber Company  |
| Ratings:  | B1/B+   |
| Security:   | 10.500% Senior Notes due 2016   |
| Maturity:   | May 15, 2016  |
| Face Amount:  | \$1,000,000,000   |
| Gross Proceeds:   | \$958,460,000   |
| Gross Spread:   | 1.875%  |
| Net Proceeds (after deducting underwriting discounts and commissions but before offering expenses): | \$939,710,000   |
| Coupon:   | 10.500%   |
| Offering Price:   | 95.846%   |
| Yield:  | 11.375%   |
| Trade Date:   | May 6, 2009   |
| Settlement Date:  | May 11, 2009 (T+3)  |
| Interest Payment Dates:   | May 15 and November 15 beginning November 15, 2009  |
| Record Dates:   | May 1 and November 1  |
| Optional Redemption:  | On or after: Price:<br>May 15, 2012 107.875%<br>May 15, 2013 105.250%<br>May 15, 2014 102.625%<br>May 15, 2015 100.000%<br>and thereafter               |
| Make Whole:   | Makewhole call @ T+50bps prior to May 15, 2012  |
| Equity Clawback:  | 35% at 110.500% until May 15, 2012  |
| Spread to Treasury:   | +877 bps  |
| Reference Treasury:   | UST 5.125% due May 15, 2016   |
| Joint Book-Running Managers:  | J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co.                                      |
| Co-Managers:  | BNP Paribas Securities Corp., Calyon Securities (USA) Inc., HSBC Securities (USA) Inc., Morgan Stanley & Co. Incorporated and Natixis Bleichroeder Inc. |
| CUSIP/ISIN:   | 382550AZ4/US382550AZ47  |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. toll-free at 1-800-245-8812, Citigroup Global Markets Inc. at 212-723-6020, Deutsche Bank Securities Inc. at 212-250-7902 or Goldman, Sachs & Co.**

**at 212-902-9316.**