

CONATY WILLIAM J
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
CONATY WILLIAM J

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)
1144 EAST MARKET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

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

AKRON, OH 44316
(City) (State) (Zip)

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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Divisor	Corporate Action	Adjustment Formula
\tilde{N}	Cash dividend (applied for return index only)	adjusted price = closing price – dividend announced by company × (1 – withholding tax)
\tilde{N}	Special Cash dividend (applied for price return index only)	adjusted price = closing price – dividend announced by company × (1 – withholding tax)
n	Split and Reverse Split	adjusted price = closing price × A/B new number of shares = old number of shares × B/A
D	Rights Offering	If the subscription price is not available or equal to or greater than the closing price on the day before the effective date, then no adjustment is made. In case the share increase is larger or equal to 100% (B/A ≥ 1) the adjustment of the shares and weightfactors are delayed until the new shares are listed. adjusted price = (closing price × A + subscription price × B)/(A + B) new number of shares = old number of shares × (A + B)/A
n	Stock Dividend	adjusted price = closing price × A/(A + B) new number of shares = old number of shares × (A + B)/A
\tilde{N}	Stock Dividend (From Treasury Stock)	Stock dividends from treasury stocks will be adjusted as cash dividends. If treated as regular cash dividend, only the return indices are adjusted. If treated as extraordinary dividend, the price and the return indices are adjusted. adjusted close = close – close × B/(A + B)
\tilde{N}	Stock Dividend of a Different Company Security	adjusted price = (closing price × A – price of different company security × B)/A
\tilde{N}	Return of Capital and Share Consolidation	adjusted price = [closing price – dividend announced by company × (1 – withholding tax)] × A/B new number of shares = old number of shares × B/A
\tilde{N}	Repurchase Shares/Self-Tender	adjusted price = (price before tender × old number of shares) – (tender price × number of tendered shares) new number of shares = old number of shares – number of tendered shares
\tilde{N}	Spinoff	adjusted price = (closing price × A – price of spun-off shares × B)/A

D	Combination Stock Distribution (Dividend or Split) and Rights Offering	<p>Shareholders receive B new shares from the distribution and C new shares from the rights offering for every A shares held. If A is not equal to one, all of the following new number of shares formulas need to be divided by A.</p> <p>If rights are applicable after stock distribution (one action applicable to other):</p> $\text{adjusted price} = \frac{\text{closing price} \times A + \text{subscription price} \times C \times (1 + B/A)}{(A + B) \times (1 + C/A)}$ $\text{new number of shares} = \text{old number of shares} \times [(A + B) \times (1 + C/A)]/A$ <p>If stock distribution is applicable after rights (one action applicable to other):</p> $\text{adjusted price} = \frac{\text{closing price} \times A + \text{subscription price} \times C}{(A + C) \times (1 + B/A)}$ $\text{new number of shares} = \text{old number of shares} \times [(A + C) \times (1 + B/A)]$
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Divisor	Corporate Action	Adjustment Formula
D	Stock Distribution and Rights (not mutually applicable)	$\text{adjusted price} = \text{closing price} \times A + \text{subscription price} \times C$ $\text{new number of shares} = \text{old number of shares} \times (A + B + C)/A$

License Agreement with STOXX

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Historical Information

The following graph sets forth the historical performance of the EURO STOXX® Banks Index based on the daily closing level of the Underlying from September 26, 2009 through September 26, 2014. The closing level of the Underlying on September 26, 2014 was 150.060. The graph shows a hypothetical Trigger Level equal to 85.00% of 150.060, which was the closing level of the EURO STOXX® Banks Index on September 26, 2014. The actual Initial Level and Trigger Level will be determined on the Trade Date. We obtained the historical closing levels of the Underlying below from Bloomberg, and we have not participated in the preparation of, or verified, such information.

The historical closing levels of the Underlying should not be taken as an indication of future performance, and no assurance can be given as to the closing level of the Underlying on any Averaging Date. We cannot give you assurance that the performance of the Underlying will result in the return of any of your initial investment.

Supplemental Plan of Distribution

JPMorgan Chase Bank, N.A. and JPMS LLC or one of its affiliates will act as placement agents for the notes. The placement agents will receive a fee from the Issuer that will not exceed \$10.00 per \$1,000 Face Amount of notes, but will forgo any fees for sales to certain fiduciary accounts.