

HOPKINS WILLIAM M

Form 4

June 08, 2005

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

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

**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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOPKINS WILLIAM M

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)

THE GOODYEAR TIRE &
RUBBER COMPANY, 1144 EAST
MARKET STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2005

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)			
			Code	V	Amount		Price
Common Stock	06/06/2005		F ⁽¹⁾	2,773	D	\$ 14.32 (1)	2,280 D
Common Stock	06/06/2005		M ⁽²⁾	5,000	A	\$ 7.94 (2)	6,563 D
Common Stock	06/06/2005		F ⁽³⁾	1,581	D	\$ 14.32 (3)	4,982 D
Common	06/06/2005		M ⁽⁴⁾	3,325	A	\$ 6.81	7,745 D

Edgar Filing: HOPKINS WILLIAM M - Form 4

Stock	(4)			
Common		947 (5)	I	401(k)
Stock				Plan (6)

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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Plan Option (7)	\$ 7.94	06/06/2005		M		5,000		<u>(8)</u>	12/03/2012	Common Stock	5,000
2002 Plan Option (9)	\$ 14.32	06/06/2005		A		3,490		06/06/2006	12/03/2012	Common Stock	3,490
2002 Plan Option (10)	\$ 6.81	06/06/2005		M		3,325		<u>(8)</u>	12/02/2013	Common Stock	3,325
2002 Plan Option (9)	\$ 14.32	06/06/2005		A		2,143		06/06/2006	12/02/2013	Common Stock	2,143

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOPKINS WILLIAM M	Vice

THE GOODYEAR TIRE & RUBBER COMPANY
1144 EAST MARKET STREET
AKRON, OH 44316-0001

President

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of William M Hopkins pursuant to a Power of Attorney dated 10/03/2002, a copy of which has been previously filed with the SEC.

06/08/2005

__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) 2,773 previously owned shares having a market value of \$14.32 per share were delivered in payment of the option price of \$7.94 per share for 5,000 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan").
- (2) 5,000 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 2,773 shares valued in accordance with the 2002 Plan. In addition, 717 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (3) 1,581 previously owned shares having a market value of \$14.32 per share were delivered in payment of the option price of \$6.81 per share for 3,325 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan (the "2002 Plan").
- (4) 3,325 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 1,581 shares valued in accordance with the 2002 Plan. In addition, 562 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transactions reported on this form, the reporting person's direct ownership of common stock increased by 2,692 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 (the "Savings Plan"), as of the date of this statement 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 12/03/2002 under the 2002 Performance Plan (the "2002 Plan").
- (8) The option vests and becomes 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 12/02/2003 under the 2002 Performance Plan (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.

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