

MASON LAWRENCE D
Form 4
December 22, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASON LAWRENCE D

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)
12/21/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, NA Tire Cons Bus

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/21/2005		F ⁽¹⁾		1,440	D	\$ 17.73 <u>(1)</u>
Common Stock	12/21/2005		M ⁽²⁾		3,750	A	\$ 6.81 <u>(2)</u>
Common Stock	12/21/2005		F ⁽³⁾		1,152	D	\$ 17.73 <u>(3)</u>
Common	12/21/2005		M ⁽⁴⁾		3,000	A	\$ 6.81 20,136

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Stock						<u>(4)</u>	
Common Stock	12/21/2005	F ⁽⁵⁾	1,379	D	\$ 17.73	18,757	D
					<u>(5)</u>		
Common Stock	12/21/2005	M ⁽⁶⁾	1,950	A	\$ 12.54	20,707	D
					<u>(6)</u>		
Common Stock	12/21/2005	F ⁽⁷⁾	1,449	D	\$ 17.73	19,258	D
					<u>(7)</u>		
Common Stock	12/21/2005	M ⁽⁸⁾	2,050	A	\$ 12.54	21,114	D
					<u>(8)</u>		

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

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(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 <u>(9)</u>	\$ 6.81	12/21/2005		M	3,750	<u>(10)</u>	12/02/2013	Common Stock	3,750
2002 Plan Option <u>(11)</u>	\$ 17.73	12/21/2005		A	2,184	12/21/2006	12/02/2013	Common Stock	2,184
2002 Plan Option <u>(9)</u>	\$ 6.81	12/21/2005		M	3,000	<u>(10)</u>	12/02/2013	Common Stock	3,000
	\$ 17.73	12/21/2005		A	1,747	12/21/2006	12/02/2013		1,747

2002 Plan Option <u>(11)</u>								Common Stock	
2002 Plan Option <u>(6)</u>	\$ 12.54	12/21/2005	M	1,950	<u>(10)</u>	12/09/2014		Common Stock	1,950
2002 Plan Option <u>(11)</u>	\$ 17.73	12/21/2005	A	1,379	12/21/2006	12/09/2014		Common Stock	1,379
2002 Plan Option <u>(12)</u>	\$ 12.54	12/21/2005	M	2,050	<u>(10)</u>	12/09/2014		Common Stock	2,050
2002 Plan Option <u>(11)</u>	\$ 17.73	12/21/2005	A	1,643	12/21/2006	12/09/2014		Common Stock	1,643

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON LAWRENCE D THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			President, NA Tire Cons Bus	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Lawrence D Mason pursuant to a Power of Attorney dated 10/13/03, a copy of which has been previously filed with the SEC. 12/22/2005

__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) 1,440 previously owned shares having a market value of \$17.73 per share were delivered in payment of the option price of \$6.81 per share for 3,750 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
 - (2) 3,750 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 1,440 shares valued in accordance with the 2002 Plan. In addition, 744 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
 - (3) 1,152 previously owned shares having a market value of \$17.73 per share were delivered in payment of the option price of \$6.81 per share for 3,000 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.

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- (4) 3,000 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 1,152 shares valued in accordance with the 2002 Plan. In addition, 595 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant.
- (5) 1,379 previously owned shares having a market value of \$17.73 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) 1,449 previously owned shares having a market value of \$17.73 per share were delivered in payment of the option price of \$12.54 per share for 2,050 shares acquired pursuant to the exercise of an option granted under the 2002 Plan.
- (8) 2,050 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 1,449 shares valued in accordance with the 2002 Plan. In addition, 194 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 3,797 shares.
- (9) Exercise of Non-Qualified Stock Option granted on 12/2/2003 under the 2002 Plan.
- (10) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
- (11) 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.
- (12) 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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