

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Phillips David Emmitt</u> (Last) (First) (Middle) <u>200 INNOVATION WAY</u> (Street) <u>AKRON</u> <u>OH</u> <u>44316</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GOODYEAR TIRE & RUBBER CO /OH/ [GT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2017 Plan Option ⁽¹⁾	\$10.12	02/25/2020		A		150,000		(2)	02/25/2030	Common Stock	150,000	\$0.00	150,000	D	
2017 Plan Performance Share Units ⁽³⁾	(3)	02/25/2020		A		23,715		(3)	(3)	Common Stock	23,715	\$0.00	23,715	D	
2017 Plan Restricted Stock Units ⁽⁴⁾	(4)	02/25/2020		A		35,573		(4)	(4)	Common Stock	35,573	\$0.00	35,573	D	

Explanation of Responses:

1. Non-Qualified Stock Option in respect of shares of common stock granted under the 2017 Performance Plan.

2. The option vests and becomes exercisable 50% on the third anniversary of the grant date and 100% on the fourth anniversary of the grant date.

3. Performance Share Unit grant under the 2017 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2023. The number of Units paid, which can range from 0% to 150% of the Units reported on this Form 4, depends on the attainment of certain performance targets over a 3-year period ending December 31, 2022, and is subject to further increase or decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year period ending December 31, 2022.

4. Restricted Stock Unit ("RSU") grant under the 2017 Performance Plan. The RSUs will vest and convert into shares of common stock three years from the date of grant on February 25, 2023.

Remarks:

/s/ Daniel T. Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of David E Phillips pursuant to a Power of Attorney dated October 7th, 2019, a copy of which has been previously filed with the SEC. 02/27/2020

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.