

☐ 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>Helsel Christopher P</u> (Last) (First) (Middle) <u>200 INNOVATION WAY</u> (Street) <u>AKRON OH 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 Chief Technology Officer</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 | | 16,798 | | (3) | (3) | Common Stock | 16,798 | \$0.00 | 16,798 | D | |
| 2017 Plan Restricted Stock Units ⁽⁴⁾ | (4) | 02/25/2020 | | A | | 25,197 | | (4) | (4) | Common Stock | 25,197 | \$0.00 | 25,197 | 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 Christopher P Helsel pursuant to a Power of Attorney dated 10/7/19, a copy of which is filed herewith.

** 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.

POWER OF ATTORNEY

KNOW BY ALL THESE PRESENTS, that the undersigned, Christopher P Helsel, hereby constitutes and appoints David E Phillips, Daniel T Young and Jennifer L Strazzella, and each of them, his true and lawful attorneys-in-fact to: (1) execute for and on behalf of the undersigned Securities and Exchange Commission Forms 3, 4 and 5 for filing from time to time with the Securities and Exchange Commission pursuant to and in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations promulgated from time to time thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the timely filing of any and all Forms 3, 4 and 5 which are required to be filed, or which would be appropriately filed, by the undersigned with the United States Securities and Exchange Commission, The Nasdaq Stock Market LLC and any other authority in order to comply with Section 16 of the Act; and (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact and agents, or any of them, may be of benefit to, in the best interest of, or legally required by, the undersigned; it being understood that each document executed by any such attorney-in-fact and agent on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact and agent may, in the exercise of his or her sole discretion, approve.

The undersigned hereby grants to each such attorney-in-fact and agent full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done, in the exercise of any of the rights and powers herein granted; and the undersigned hereby ratifies and confirms all that such attorneys-in-fact and agents, or any of them, shall lawfully do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact and agents, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with, or any other liability under, Section 16 of the Act.

The Power of Attorney, dated and executed by the undersigned on January 3, 2019, is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on this 7th day of October, 2019.

/s/ Christopher P Helsel

Christopher P Helsel