SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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| 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

| 1. Name and Address of Reporting Person* <u>PALMORE RODERICK A</u> | | | 2. Issuer Name and Ticker or Trading Symbol GOODYEAR TIRE & RUBBER CO /OH/ | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------------------------------|-------|---|---|---|-----------------------|--|--|--|--|
| | | | [GT] | X | Director | 10% Owner | | | | |
| (Last) 200 INNOVA | (First) (Middle) OVATION WAY | | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2020 | - | Officer (give title below) | Other (specify below) | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| AKRON | OH | 44316 | | X | Form filed by One Re | porting Person | | | | |
| (City) | (State) | (Zip) | — | | Form filed by More the Person | an One Reporting | | | | |
| 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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | |

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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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 | | | | |
| Restricted Stock Units ⁽¹⁾ | (2) | 10/01/2020 | | Α | | 4,357 | | (2) | (2) | Common Stock | 4,357 | \$8.32 | 62,922 ⁽³⁾ | D | |

Explanation of Responses:

1. Restricted Stock Units ("RSU"), each equivalent to a share of the Common Stock of the Company and payable only in Common Stock, awarded pursuant to the Company's Outside Directors' Equity Participation Plan, as amended (the "Plan"), and accrued to the Equity Participation Account of the reporting person in accordance with the Plan.

2. Each RSU was valued at the fair market value (the closing market price) on the Transaction Date. Each RSU will be converted to a share of Common Stock on the fifth business day of the calendar quarter following the quarter of the Director's separation from Board service.

3. Total RSUs accrued to the Equity Participation Account of the reporting person as of the date of this statement.

Remarks:

 <u>/s/ Daniel T Young, signing as</u> an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Roderick <u>A Palmore pursuant to a Power</u> of Attorney dated 10/7/19, a copy of which has been previously filed with the SEC.
 ** 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.

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