

Cohade Pierre E
Form 4
March 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
Cohade Pierre E

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)
03/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Asia-Pacific Region

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	03/21/2006		P		1,000	A	\$ 13.6
							36,430
Common Stock	03/21/2006		F ⁽¹⁾		982	D	\$ 13.67
							<u>(1)</u>
Common Stock	03/21/2006		M ⁽²⁾		1,200	A	\$ 11.19
							<u>(2)</u>
							35,448
							36,544

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

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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)	Amount or Number of Shares
2002 Plan Option <u>(3)</u>	\$ 11.19	03/21/2006		M	1,200	<u>(4)</u> 10/05/2014	Common Stock	1,200
2002 Plan Option <u>(5)</u>	\$ 13.67	03/21/2006		A	1,086	03/21/2007 10/05/2014	Common Stock	1,086

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohade Pierre E THE GOODYEAR TIRE & RUBBER COMPANY 1144 EAST MARKET STREET AKRON, OH 44316-0001			President, Asia-Pacific Region	

Signatures

/s/ Bertram Bell, signing as an attorney-in-fact and agent duly authorized to execute this Form 4 on behalf of Pierre E Cohade pursuant to a Power of Attorney dated 10/5/04, a copy of which has been previously filed with the SEC.

03/23/2006

__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) 982 previously owned shares having a market value of \$13.67 per share were delivered in payment of the option price of \$11.19 per share for 1,200 shares acquired pursuant to the exercise of an option granted under the 2002 Performance Plan.

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- 1,200 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 982 shares valued in accordance with the 2002 Plan. In addition, 104 shares were withheld to pay Federal withholding taxes as permitted by the 2002 Plan and option grant. As a result of the transaction reported herein, the reporting person increased the number of shares beneficially owned by 114 shares.
- (2)
 - (3) Exercise of Non-Qualified Stock Option granted on 10/5/2004 under the 2002 Plan.
 - (4) The option vests and becomes exercisable in 25% increments over four years commencing one year after the date of grant.
 - (5) 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.

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.