

GOODYEAR TIRE & RUBBER CO /OH/  
Form 425  
February 02, 2010

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

**Form 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 2, 2010**

**THE GOODYEAR TIRE & RUBBER COMPANY  
(Exact name of registrant as specified in its charter)**

<b>Ohio</b> (State or other jurisdiction of incorporation)	<b>1-1927</b> (Commission File Number)	<b>34-0253240</b> (I.R.S. Employer Identification No.)
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**1144 East Market Street, Akron, Ohio**  
(Address of principal executive offices)

**44316-0001**  
(Zip Code)

**Registrant's telephone number, including area code: (330) 796-2121**

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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**Item 8.01. Other Events.**

On February 2, 2010, The Goodyear Tire & Rubber Company (the Company ) announced that it commenced an offer to exchange any and all of its outstanding 7.857% Notes due 2011 (the Old Notes ) for a new series of 8.75% Notes due 2020 (the New Notes ) and a solicitation of consents to amend the terms of the indenture that governs the Old Notes. A copy of the news release issued by the Company announcing the exchange offer and consent solicitation is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 News release, dated February 2, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE GOODYEAR TIRE & RUBBER COMPANY**

Date: February 2, 2010

By /s/ Darren R. Wells  
Darren R. Wells  
Executive Vice President  
and Chief Financial Officer