

GOODYEAR TIRE & RUBBER CO /OH/  
Form PRE 14A  
March 03, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_ )**

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**THE GOODYEAR TIRE & RUBBER COMPANY**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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**GOODYEAR IS COMMITTED TO:**

Delivering the highest quality in all that we do

Acting with honesty, integrity and respect

Encouraging wellness and safety, both on the job  
and away from work

Caring for our environment and communities

Supporting a team-based culture of continuous learning

Discussing problems openly and solving them as a team.

**GOODYEAR WILL BE FIRST IN THE**

**GLOBAL TIRE INDUSTRY BY:**

Attracting, developing, motivating and retaining the  
best team of associates

Earning and building long lasting relationships with  
customers, consumers and business partners and  
exceeding their expectations

Driving an efficient, aligned and effective organization

And creating a sustainable business model that  
consistently delivers a strong return on investment.

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**March 13, 2015**

Dear Fellow Goodyear Shareholder,

We present this year's Goodyear Proxy Statement with a renewed focus on transparency of our corporate governance structures and executive compensation program. We set high standards for ourselves at Goodyear, and implicit in this philosophy is a commitment to sound corporate governance.

**SUSTAINED STRONG PERFORMANCE**

We are executing well on our strategy as demonstrated by our continued strong financial results. The last three years at Goodyear have been a remarkable period in our 116-year history, and 2014 was no exception. For 2014, segment operating income increased by 8 percent over the prior year to the highest level achieved in Goodyear's history. Our results are evidence of the soundness of our strategy, our ability to execute against that strategy, and outstanding performance by our teams across the globe.

**DIALOGUE WITH SHAREHOLDERS**

With respect to the company's corporate governance, we have engaged with shareholders holding more than 40% of our outstanding shares on executive compensation and corporate governance matters in the last two years. I and the rest of the Board are encouraged by the positive feedback from our shareholders and our strong proxy voting results last year. Our dialogue with shareholders has led to a number of changes in our executive compensation program over the last two years that we believe address shareholders' concerns. We have described these program updates throughout this year's Proxy Statement.

**AN EFFECTIVE AND ENGAGED BOARD**

As the Chairman of the Board of Directors, I am pleased to report to you that our well-qualified and diverse group of directors brings an important mix of leadership, boardroom and operating experience to Goodyear. Our Directors provide me and the entire Goodyear senior leadership team with critical insights and thought leadership on many important issues facing our business today. I am happy with the recent addition of Laurette Koellner to the Board. She brings to our Board extensive international business and financial leadership experience. We also have a strong Lead Director in Alan McCollough, who has engaged directly with our shareholders on important corporate governance and executive compensation matters. I encourage you to support the Board's nominees on this year's ballot.

**YOUR VOTE IS IMPORTANT**

I and the rest of the Board invite you to attend the 2015 Annual Meeting of Shareholders. If you are not able to attend in person, we encourage you to vote by proxy. These proxy materials contain detailed information about the matters on which we are asking you to vote. I ask that you read the materials thoroughly and vote in accordance with the Board's recommendations.

Your vote is important.

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Sincerely,

Richard J. Kramer

Chairman of the Board,

Chief Executive Officer and President

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**NOTICE OF 2015 ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT**

**To the shareholders:**

The 2015 Annual Meeting of Shareholders of The Goodyear Tire & Rubber Company, an Ohio corporation, will be held at the Hilton Akron/Fairlawn, 3180 West Market Street, Akron, Ohio, on Monday, April 13, 2015 at 4:30 p.m., Akron Time, for the following purposes:

To elect the thirteen members of the Board of Directors named in the Proxy Statement to serve one-year terms expiring at the 2016 Annual Meeting of Shareholders (Proposal 1);

To consider and approve an advisory resolution regarding the compensation of our named executive officers (Proposal 2);

To consider and approve a proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015 (Proposal 3);

To consider and approve a proposal to amend Goodyear's Code of Regulations to reduce the voting standard to remove directors and to amend Goodyear's Articles of Incorporation to eliminate cumulative voting in the election of directors (Proposal 4);

To consider and approve a proposal to amend Goodyear's Articles of Incorporation to reduce the voting standard for certain business combination transactions (Proposal 5);

To consider and vote upon a shareholder proposal (Proposal 6), if properly presented at the Annual Meeting; and

To act upon such other matters and to transact such other business as may properly come before the meeting or any adjournments thereof.

**Location:**

The Hilton Akron/Fairlawn

3180 West Market Street

Akron, Ohio

**Time & Date:**

Monday, April 13, 2015 at 4:30 p.m.,

Akron Time

The Board of Directors fixed the close of business on February 18, 2015 as the record date for determining shareholders entitled to notice of, and to vote at, the 2015 Annual Meeting. Only holders of record of Goodyear common stock at the close of business on February 18, 2015 will be entitled to vote at the 2015 Annual Meeting and adjournments, if any, thereof.

March 13, 2015

By order of the Board of Directors

David L. Bialosky, Secretary

Please vote via the internet or by telephone or complete, date and sign your Proxy and return it promptly in the enclosed envelope.

**Table of Contents****PROXY STATEMENT SUMMARY**

This summary is an overview of information that you will find elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

## Proposals and Board Recommendations

Proposal	Board's Voting Recommendation	Page Reference
<b>1. Election of Directors</b>	FOR each Nominee	16
<b>2. Advisory Vote on Executive Compensation</b>	FOR	23
<b>3. Ratification of Appointment of Independent Registered Public Accounting Firm</b>	FOR	76
<b>4. Company Proposal with respect to the Removal and Election of Directors</b>	FOR	77
<b>5. Company Proposal to Eliminate Certain Supermajority Voting Provisions</b>	FOR	79
<b>6. Shareholder Proposal</b>	AGAINST	80

## 2014 Business

## Performance Highlights

For the second consecutive year, we delivered record segment operating income. We also delivered strong results across several other financial metrics.

\*As defined for purposes of our compensation plans.

## Executive Compensation Highlights

Our executive compensation program is designed to support achievement of our business objectives and to serve the long-term interests of our shareholders. Our executive compensation is strongly aligned to company performance and measurable financial metrics, thereby aligning management's interests with our shareholders' interests and driving increased shareholder value.

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## PROXY SUMMARY

For 2014, our financial metrics were:

	Incentive Program	Financial Metrics	Weighting
ANNUAL	<b>Annual Performance Plan</b>	NEW METRIC FOR 2014: Free Cash Flow from Operations	<b>40%</b>
INCENTIVES		EBIT	<b>40%</b>
		Operating Drivers	<b>20%</b>
	<b>Performance-Based Awards</b>	Net Income	<b>50%</b>
LONG-TERM	<i>(Paid out in Equity and Cash)</i>		
AWARDS		NEW METRIC FOR 2014: Cash Flow Return on Capital	<b>50%</b>
	<b>Stock Options</b>		

THE COMPENSATION COMMITTEE HAS ADOPTED A NUMBER OF BEST PRACTICES

THAT ARE CONSISTENT WITH OUR PERFORMANCE-BASED COMPENSATION PHILOSOPHY:

Relative TSR modifier on all long-term performance-based awards	Robust stockholding guidelines for officers and directors, including stock retention provisions following the exercise of stock options or the vesting of other stock-based awards
No dividends or dividend equivalents on unearned performance-based equity awards	Hedging and pledging of our Common Stock by officers, directors and employees is prohibited
No repricing of options without shareholder approval	Robust clawback policy in place
No pension credit for newly hired executives to make up for service at prior employers	Compensation Committee consists only of independent Board members

Double-trigger change-in-control provisions in our change-in-control plan and our equity compensation plans, and no walk-away rights

No tax gross-ups in our change-in-control plan or for perquisites

Corporate Governance Highlights

Engaged a leading independent compensation consultant to assist the Compensation Committee and Board in determining executive compensation and evaluating program design

WE ALSO HAVE AN ABIDING COMMITMENT TO GOOD GOVERNANCE, AS ILLUSTRATED BY THE FOLLOWING PRACTICES:

Annually elected directors; no classified board

Majority voting for the election of directors with a resignation policy

Lead independent director with clear, robust responsibilities

100% independent compensation, audit and nominating committees

Regular executive sessions of the independent directors

Overboarding policy in place for directors

Conduct annual Board and Committee evaluations

No poison pill in place

Shareholders have the right to call a special meeting at 25%

Clear and robust corporate governance guidelines

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**USE OF NON-GAAP FINANCIAL MEASURES**

For additional information regarding segment operating income and free cash flow from operations, both non-GAAP financial measures, including reconciliations to the most directly comparable GAAP financial measures, see Exhibit B to this Proxy Statement.

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**GENERAL INFORMATION**

**Goodyear's executive offices are located at:**

200 Innovation Way

Akron, Ohio 44316-0001

**Our telephone number is:** 330-796-2121

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of The Goodyear Tire & Rubber Company, an Ohio corporation ( Goodyear, Company, we, our or us ), to be voted at the annual meeting of shareholders to be held April 13, 2015 (the Annual Meeting ), and at any adjournments thereof, for the purposes set forth in the accompanying notice.

Our Annual Report to Shareholders for the year ended December 31, 2014 is enclosed with this Proxy Statement. The Annual Report is not considered part of the proxy solicitation materials. The approximate date on which this Proxy Statement and the related materials are first being sent to shareholders is March 13, 2015.

**Shares Voting**

Holders of shares of the common stock, without par value, of Goodyear (the Common Stock ) at the close of business on February 18, 2015 (the record date ) are entitled to notice of, and to vote the shares of Common Stock they hold on the record date at, the Annual Meeting. As of the close of business on the record date, there were 269,763,591 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote.

**Quorum**

In order for any business to be conducted, holders of at least a majority of shares entitled to vote must be represented at the meeting, either in person or by proxy.

**Adjourned Meeting**

The holders of a majority of shares represented at the meeting, whether or not a quorum is present, may adjourn the meeting. If the time and place of the adjourned meeting is announced at the time adjournment is taken, no other notice need be given.

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**GENERAL INFORMATION**  
Vote Required

Vote Required

In accordance with Goodyear's Articles of Incorporation, a director nominee must receive, in an uncontested election of directors for which cumulative voting is not in effect, a greater number of votes cast for his or her election than against his or her election. Under Ohio law, an incumbent director who is not re-elected will continue in office as a holdover director until his or her successor is elected by a subsequent shareholder vote, or his or her earlier resignation, removal from office or death. In order to address holdover terms for any incumbent directors who fail to be re-elected under our majority vote standard, our Corporate Governance Guidelines provide that if a director nominee does not receive a majority affirmative vote, he or she will promptly offer his or her resignation as a director to the Board of Directors. Within 90 days, the Board will decide, after taking into account the recommendation of the Governance Committee (in each case excluding the nominee(s) in question), whether to accept the resignation. The Governance Committee and the Board may consider any relevant factors in deciding whether to accept a director's resignation. The Board's explanation of its decision shall be promptly disclosed in a filing with the Securities and Exchange Commission.

The affirmative vote of at least a majority of the shares of Common Stock outstanding on the record date is required for a management or shareholder proposal, other than an advisory vote, to be adopted at the Annual Meeting. When considering the results of advisory votes, the Board of Directors intends to consider only those votes actually cast at the Annual Meeting.

Abstentions and broker non-votes, which occur when your broker does not have discretionary voting authority on a matter and you do not provide voting instructions, have the same effect as votes against any proposal voted upon by shareholders but have no effect on the election of directors or advisory votes.

**VOTE REQUIREMENTS**

**Quorum**

To conduct business, at least a majority of shares entitled to vote must be represented, either in person or by proxy.

**Voting for Proposals**

**PROPOSAL 2** *Advisory Vote on Executive Compensation*

Majority of votes actually cast at the meeting

**Voting for**

**Director Nominees**

**PROPOSAL 3** *Ratification of Appointment of Independent Registered Public Accounting Firm*

Majority of our outstanding Common Stock

To serve on the board, a greater number of votes must be cast for the nominee's election than against.

**PROPOSAL 4** *Company Proposal with respect to the Removal and Election of Directors*

Two-thirds of our outstanding Common Stock

**PROPOSAL 5** *Company Proposal to Eliminate Certain Supermajority Voting Provisions*

Two-thirds of our outstanding Common Stock

**PROPOSAL 6** *Shareholder Proposal*

Majority of our outstanding Common Stock

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**GENERAL INFORMATION**  
Voting Shares Held in Street Name

**Voting Shares Held in Street Name**

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker, bank or nominee who is considered the shareholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote and are also invited to attend the Annual Meeting. Your broker, bank or nominee has enclosed a voting instruction card for you to use in directing the broker, bank or nominee regarding how to vote your shares. If you do not return the voting instruction card, the broker or other nominee will determine if it has the discretionary authority to vote on the particular matter. Under applicable rules, brokers have the discretion to vote only on matters deemed to be routine, such as the ratification of the selection of an accounting firm (Proposal 3). The election of directors (Proposal 1), the executive compensation advisory vote (Proposal 2), the amendments to our Articles of Incorporation and Code of Regulations (Proposals 4 and 5) and the shareholder proposal (Proposal 6) are not considered to be routine matters, and your broker will not have discretion to vote on those matters unless you specifically instruct your broker to do so by returning your signed voting instruction card. If you do not provide voting instructions to your broker, your shares will not be voted for any director nominee or on any matter on which your broker does not have discretionary authority (resulting in a broker non-vote).

**Savings Plan Shares**

A separate Confidential Voting Instructions card is being sent to each employee or former employee participating in the Goodyear Common Stock fund of certain employee savings plans. Shares of Common Stock held in the trusts for these plans will be voted by the trustee as instructed by the plan participants who participate in the Goodyear Common Stock fund. Shares held in the trusts for which voting instructions are not received will be voted by the trustee in the same proportion as it votes shares for which voting instructions were received from participants in the Goodyear Common Stock fund of the applicable trust.

**Cumulative Voting for Directors**

In the voting for directors, you have the right to vote cumulatively for the candidates nominated. Under the Ohio General Corporation Law, all of the shares of Common Stock may be voted cumulatively in the election of directors if any shareholder gives written notice to our President, a Vice President or the Secretary not less than 48 hours before the time set for the Annual Meeting, and an announcement of the notice is made at the beginning of the Annual Meeting by the Chairman or the Secretary or by or on behalf of the shareholder giving such notice. If cumulative voting is in effect, you may (a) give one candidate the number of votes equal to thirteen times the number of shares of Common Stock you are entitled to vote, or (b) distribute your votes among the thirteen candidates as desired.

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**GENERAL INFORMATION**  
Voting of Proxy

Voting of Proxy

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on April 13, 2015:

The Proxy Statement, Proxy Card and Annual Report to Shareholders for the year ended December 31, 2014 are available at [www.proxyvote.com](http://www.proxyvote.com).

David L. Bialosky, Laura K. Thompson and Bertram Bell have been designated as proxies to vote shares of Common Stock in accordance with your instructions. You may give your instructions using the accompanying proxy card, via the internet or by telephone.

You may vote your shares using the internet by accessing the following web site: <http://www.proxyvote.com> or by making a toll-free telephone call within the United States of America or Canada using a touch-tone telephone to the toll-free number provided on your proxy card, or if you hold your shares in street name, on the voting instruction card provided by your broker or nominee.

Your shares will be voted for the thirteen nominees identified at pages 16 through 22, unless your instructions are to vote against any one or more of the nominees or to vote cumulatively for one or more of the nominees for election. The proxies may cumulatively vote your shares if they consider it appropriate, except to the extent you expressly withhold authority to cumulate votes as to a nominee.

Your Board of Directors anticipates that all of the nominees named will be available for election. In the event an unexpected vacancy occurs, your proxy may be voted for the election of a new nominee designated by the Board of Directors.

Proxies received and not revoked prior to the Annual Meeting will be voted in favor of Proposals 2 through 5, and against Proposal 6, unless your instructions are otherwise.

**Revocability of Proxy**

You may revoke or revise your proxy (whether given by mail, via the internet or by telephone) by the delivery of a later proxy or by giving notice to Goodyear in writing or in open meeting. Your proxy revocation or revision will not affect any vote previously taken. If you hold your shares in street name please refer to the information forwarded by your broker, bank or nominee who is considered the shareholder of record for procedures on revoking or changing your voting instructions.

**Confidentiality**

Your vote will be confidential except (a) as may be required by law, (b) as may be necessary for Goodyear to assert or defend claims, (c) in the case of a contested election of director(s), or (d) at your express request.





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**GENERAL INFORMATION**  
Shareholders Sharing The Same Address

Shareholders Sharing The Same Address

Goodyear has adopted a procedure called householding, which has been approved by the Securities and Exchange Commission. Under this procedure, Goodyear is delivering only one copy of the Annual Report and Proxy Statement to multiple shareholders who share the same address and have the same last name, unless Goodyear has received contrary instructions from an affected shareholder. This procedure reduces Goodyear's printing costs, mailing costs and fees. Shareholders who participate in householding will continue to receive separate proxy cards.

Goodyear will deliver promptly upon written or oral request a separate copy of the Annual Report and the Proxy Statement to any shareholder at a shared address to which a single copy of either of those documents was delivered. To receive a separate copy of the Annual Report or Proxy Statement, you may write or call Goodyear's Investor Relations Department at The Goodyear Tire & Rubber Company, 200 Innovation Way, Akron, Ohio 44316-0001, Attention: Investor Relations, telephone (330) 796-3751. You may also access Goodyear's Annual Report and Proxy Statement on the Investor Relations section of Goodyear's website at [www.goodyear.com](http://www.goodyear.com) or at [www.proxyvote.com](http://www.proxyvote.com).

If you are a holder of record and would like to revoke your householding consent and receive a separate copy of the Annual Report or Proxy Statement in the future, please contact Broadridge, either by calling toll free at (800) 542-1061 or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding program within 30 days of receipt of the revocation of your consent.

Any shareholders of record who share the same address and currently receive multiple copies of Goodyear's Annual Report and Proxy Statement who wish to receive only one copy of these materials per household in the future should contact Goodyear's Investor Relations Department at the address or telephone number listed above to participate in the householding program.

A number of brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker or other holder of record to request information about householding.

Form 10-K

**Goodyear will mail without charge, upon written request, a copy of Goodyear's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, including the Consolidated Financial Statements, schedules and list of exhibits, and any particular exhibit specifically requested. Requests should be sent to: The Goodyear Tire & Rubber Company, 200 Innovation Way, Akron, Ohio 44316-0001, Attn: Investor Relations. The Annual Report on Form 10-K is also available at [www.goodyear.com](http://www.goodyear.com).**

Costs of Solicitation

The costs of soliciting proxies will be borne by Goodyear. Goodyear has retained D.F. King & Co., Inc., 48 Wall Street, New York, New York 10005, to assist in distributing proxy materials and soliciting proxies for an estimated fee of \$13,500, plus reimbursement of reasonable out-of-pocket expenses. D.F. King & Co. may solicit proxies from shareholders by mail, telephone or the internet. In addition, officers or other employees of Goodyear may, without additional compensation, solicit proxies in person or by telephone or the internet.



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**GENERAL INFORMATION**

**Submission of Shareholder Proposals and Nominations**

**Submission of Shareholder Proposals and Nominations**

If a shareholder desires to have a proposal included in the proxy materials of the Board of Directors for the 2016 Annual Meeting of Shareholders, such proposal shall conform to the applicable proxy rules of the Securities and Exchange Commission concerning the submission and content of proposals, including Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and must be received by Goodyear prior to the close of business on November 14, 2015. In addition, if a shareholder intends to present a proposal or other business (not including a proposal submitted for inclusion in our proxy materials pursuant to Rule 14a-8) or to nominate a candidate for election as a director at the 2016 Annual Meeting of Shareholders, the shareholder's notice must be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Company not earlier than December 15, 2015 and not later than the close of business on January 14, 2016. If notice of a proposal or a director nomination is not received by the Company in accordance with the dates specified in the Code of Regulations or pursuant to Rule 14a-8, as the case may be, then the proposal or director nomination will be deemed untimely and we will have the right to exercise discretionary voting authority and vote proxies returned to us with respect to such proposal or director nomination. Shareholder proposals or director nominations should be sent to the executive offices of Goodyear, 200 Innovation Way, Akron, Ohio 44316-0001, Attention: Office of the Secretary.

For a proposal or director nomination to be properly presented at an annual meeting of shareholders, a shareholder must comply with the deadlines described in the preceding paragraph, as well as all of the other requirements of the Code of Regulations. Goodyear reserves the right to reject, rule out of order, or take other appropriate action with respect to any proposal or director nomination that does not comply with these and other applicable requirements.

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Goodyear is committed to having sound corporate governance principles. Having such principles is essential to running Goodyear's business efficiently and to maintaining Goodyear's integrity in the marketplace. Goodyear's Corporate Governance Guidelines, Business Conduct Manual, Board of Directors and Executive Officers Conflict of Interest Policy and charters for each of the Audit, Compensation, Corporate Responsibility and Compliance, Finance, and Governance Committees are available at <http://investor.goodyear.com/governance.cfm>. Please note, however, that information contained on the website is not incorporated by reference in this Proxy Statement or considered to be a part of this document. A copy of the committee charters and corporate governance policies may also be obtained upon request to the Goodyear Investor Relations Department.

**CURRENT COMMITTEE MEMBERSHIP AND MEETINGS HELD DURING 2014**

	Independent	Audit	Compensation	Committees Corporate Responsibility and Compliance	Finance	Governance
Mr. Conaty			MEMBER			MEMBER
Mr. Firestone		MEMBER			CHAIR	
Mr. Geissler		MEMBER		CHAIR		
Mr. Hellman		CHAIR			MEMBER	
Ms. Koellner						
Mr. Kramer						
Mr. McCollough, <i>Lead Director</i>		MEMBER	MEMBER			
Mr. McGlade			MEMBER			MEMBER
Mr. Morell		MEMBER		MEMBER		
Mr. Palmore					MEMBER	CHAIR
Ms. Streeter			CHAIR			MEMBER
Mr. Weidemeyer				MEMBER	MEMBER	
Mr. Wessel				MEMBER		
Number of Meetings in 2014		6	5	3	3	4

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

**Board Independence**

**Board Independence**

The Board has determined that eleven of the thirteen director nominees are independent within the meaning of Goodyear's independence standards, which are based on the criteria established by The NASDAQ Stock Market and are included as Annex I to Goodyear's Corporate Governance Guidelines. Mr. Kramer, our Chairman of the Board, Chief Executive Officer and President, is not considered independent. In addition, in light of his relationship with the United Steelworkers (the USW), Mr. Wessel is not considered independent. Further, the Board expects that Mr. Wessel will recuse himself from discussions and deliberations regarding Goodyear's relationship with the USW. The Board also determined that the nature and size of the ordinary course commercial relationships between Goodyear and Xerox Corporation and between Goodyear and Air Products and Chemicals, Inc. did not impair the independence of Mr. Firestone or Mr. McGlade, respectively. In each case, the relationships were de minimis, constituting one-tenth of one percent (0.1%) or less of either Goodyear's or the other company's consolidated gross revenues in the current fiscal year and each of the last three completed fiscal years. Mr. McGlade retired from Air Products on July 1, 2014.

**Board Structure and Committee Composition**

As of the date of this Proxy Statement, Goodyear's Board has thirteen directors, each elected annually, and the following five committees: (1) Audit, (2) Compensation, (3) Corporate Responsibility and Compliance, (4) Finance, and (5) Governance. The current membership and the function of each of the committees are described below. Each of the committees operates under a written charter adopted by the Board. During 2014, the Board held eight meetings. Each director attended at least 75% of all Board and applicable Committee meetings. Directors are expected to attend annual meetings of Goodyear's shareholders. All of the directors attended the last annual meeting of shareholders, except for Ms. Streeter whose attendance was excused due to an unavoidable conflict with another business meeting. As described on Goodyear's website at <http://investor.goodyear.com/contactBoard.cfm>, shareholders may communicate with the Board or any of the directors (including the Lead Director or the non-management directors as a group) by sending correspondence to the Office of the Secretary, The Goodyear Tire & Rubber Company, 200 Innovation Way, Akron, Ohio 44316-0001. All communications will be compiled by the Secretary and submitted to the Board or the individual directors on a periodic basis.

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Audit Committee

**Audit Committee**

**MEMBERS:**

**KEY RESPONSIBILITIES:**

Mr. Firestone

Mr. Geissler

Mr. Hellman (Chairman)

Mr. McCollough

Mr. Morell

The Audit Committee assists the Board in fulfilling its responsibilities for oversight of the integrity of Goodyear's financial statements, Goodyear's compliance with legal and regulatory requirements related to financial reporting, the independent registered public accounting firm's qualifications and independence, and the performance of Goodyear's internal auditors and independent registered public accounting firm. Among other things, the Audit Committee prepares the Audit Committee report for inclusion in the annual proxy statement; annually reviews the Audit Committee charter and the Committee's performance; appoints, evaluates and determines the compensation of Goodyear's independent registered public accounting firm; reviews and approves the scope of the annual audit plan; reviews and pre-approves all auditing services and permitted non-audit services (and related fees) to be performed by the independent registered public accounting firm; oversees investigations into complaints concerning financial matters; and reviews policies and guidelines with respect to risk assessment and risk management, including Goodyear's major financial risk exposures. The Audit Committee works closely with management as well as Goodyear's independent registered public accounting firm. The Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from Goodyear for, outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties.

**MEETINGS IN 2014: 6**

The Board has determined that each

member of the Audit Committee is

independent within the meaning of

The report of the Audit Committee is on page 75 of this Proxy Statement.

Goodyear's independence standards

and applicable Securities and

Exchange Commission rules and

regulations, and each of Mr. Hellman

and Mr. McCollough is an audit

committee financial expert.

## Compensation Committee

### MEMBERS:

Mr. Conaty

Mr. McCollough

Mr. McGlade

Ms. Streeter (Chairman)

### KEY RESPONSIBILITIES:

The Board of Directors has delegated to the Compensation Committee primary responsibility for establishing and administering Goodyear's compensation programs for officers and other key personnel. The Compensation Committee oversees Goodyear's compensation and benefit plans and policies for directors, officers and other key personnel, administers its equity compensation plans (including reviewing and approving equity grants to officers and other key personnel), and reviews and approves annually all compensation decisions relating to officers, including the Chief Executive Officer (CEO). The Compensation Committee also prepares a report on executive compensation for inclusion in the annual proxy statement and reviews and discusses the Compensation Discussion and Analysis with management and recommends its inclusion in the annual proxy statement. The report of the Compensation Committee is on page 51 of this Proxy Statement.

### MEETINGS IN 2014: 5

The Board has determined that each member of the Compensation Committee is independent within the meaning of Goodyear's independence standards and

In performing its duties, the Compensation Committee meets periodically with the CEO to review compensation policies and specific levels of compensation paid to officers and other key personnel, and reports and makes recommendations to the Board regarding executive compensation policies and programs. The Compensation Committee informs the non-management directors of the Board of its decisions regarding compensation for the CEO

applicable NASDAQ  
listing standards.



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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Compensation Committee

**Compensation Committee (continued)**

and other significant decisions related to the administration of its duties. The Compensation Committee also will consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to Goodyear's executive compensation policies, practices and plans that may be warranted as a result of any such vote and reviews an annual risk assessment of Goodyear's executive compensation policies, practices and plans as part of its role in overseeing management's identification and management of, and planning for, compensation-related risks. Under its charter, the Compensation Committee may delegate its authority to one or more of its members as appropriate.

The Compensation Committee has the authority to retain outside advisors, including independent compensation consultants, to assist it in evaluating actual and proposed compensation for officers. The Compensation Committee also has the authority to approve, and receive appropriate funding from Goodyear for, any such outside advisor's fees. Prior to retaining any such advisors, the Compensation Committee considers the independence-related factors identified in applicable securities laws and NASDAQ listing standards. The Compensation Committee has retained Frederic W. Cook & Co., Inc. ( F.W. Cook ) as its compensation consultant, and has determined that F.W. Cook is independent. The Compensation Committee solicits advice from F.W. Cook on executive compensation matters relating to the CEO and other officers.

This advice is described in more detail under the heading Compensation Discussion and Analysis Role of Compensation Consultant.

**Committee on Corporate Responsibility and Compliance**

**MEMBERS:**

**KEY RESPONSIBILITIES:**

Mr. Geissler (Chairman)

The Committee on Corporate Responsibility and Compliance reviews Goodyear's legal compliance programs as well as its business conduct policies and practices and its policies and practices regarding its relationships with shareholders, employees, customers, governmental agencies and the general public. The Committee also monitors Goodyear's objectives, policies and programs with respect to sustainability, workplace health and safety, diversity and product quality. The Committee may also recommend appropriate new policies to the Board of Directors.

Mr. Morell

Mr. Weidemeyer

Mr. Wessel

**MEETINGS IN 2014: 3**

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Finance Committee

**Finance Committee**

**MEMBERS:**

**KEY RESPONSIBILITIES:**

Mr. Firestone (Chairman)

The Finance Committee consults with management and makes recommendations to the Board of Directors regarding Goodyear's capital structure, dividend policy, tax strategies, compliance with terms in financing arrangements, risk management strategies, banking arrangements and lines of credit, and pension plan funding. The Finance Committee also reviews and consults with management regarding policies with respect to interest rate and foreign exchange risk, liquidity management, counterparty risk, derivative usage, credit ratings, and investor relations activities.

Mr. Hellman

Mr. Palmore

Mr. Weidemeyer

**MEETINGS IN 2014: 3**

**Governance Committee**

**MEMBERS:**

**KEY RESPONSIBILITIES:**

Mr. Conaty

Mr. McGlade

The Governance Committee identifies, evaluates and recommends to the Board of Directors candidates for election to the Board. The Committee also develops and recommends appropriate corporate governance guidelines, recommends policies and standards for evaluating the overall effectiveness of the Board of Directors in the governance of Goodyear and undertakes such other activities as may be delegated to it from time to time by the Board of Directors.

Mr. Palmore (Chairman)

Ms. Streeter

**MEETINGS IN 2014: 4**

The Board has determined that each

member of the Governance Committee

is independent within the meaning of

Goodyear's independence standards.

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Board Leadership Structure

Board Leadership Structure

Mr. Kramer serves as our Chairman of the Board, Chief Executive Officer and President. In order to ensure that the independent and non-management members of the Board maintain proper oversight of management, the Board also has an independent Lead Director. The Company's Corporate Governance Guidelines specifically provide that the independent directors of the Board must elect an independent Lead Director annually.

LEAD DIRECTOR DUTIES

Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

Serve as liaison between the Chairman and the independent directors;

Approve all information sent to the Board, including meeting agendas, and advise the Chairman on such matters, and may specifically request the inclusion of information;

Approve the schedule of Board meetings to assure that there is sufficient time for discussion of all agenda items and advise the Chairman on the same;

Call meetings or executive sessions of the independent directors;

Interview, along with the Chairman of the Governance Committee, Board candidates and make recommendations to the Governance Committee and the Board; and

If requested by major shareholders, ensure that he or she is available for consultation and direct communication in appropriate circumstances.

Mr. McCollough currently serves as our Lead Director. Additional duties of our Lead Director are set forth in Annex II to our Corporate Governance Guidelines.

The Board believes that the current Board leadership structure is the most appropriate for the Company and its shareholders at this time. Mr. Kramer has held positions of increasing responsibility at Goodyear for the past fifteen years, including Chief Financial Officer and President, North America, and has extensive knowledge of the Company and the tire industry, which is valuable to the Board in his role as Chairman.

The Board has no policy that requires the combination or separation of the Chairman and CEO roles, and may reconsider our leadership structure from time to time based on considerations at that time. The Board intends to consider whether to combine or separate the Chairman and CEO roles in connection with any CEO succession.

#### Board's Role in Risk Oversight

Management continually monitors the material risks facing the Company, including competitive, financial (accounting, liquidity and tax), legal, operational, regulatory and strategic risks. The Board as a whole has responsibility for oversight of management's identification and management of, and planning for, those risks. Reviews of certain areas are conducted by relevant Board Committees that report their deliberations to the Board.

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

**Board's Role in Risk Oversight**

The Board and its Committees oversee risks associated with their principal areas of focus, as summarized below. The Board and its Committees exercise their risk oversight function by carefully evaluating the reports they receive from management and by making inquiries of management with respect to areas of particular interest to the Board. Board oversight of risk is enhanced by the fact that the Lead Director and Chairman attend virtually all Committee meetings and that Committee reports are provided to the full Board following each Committee meeting. We believe that our leadership structure also enhances the Board's risk oversight function since our Lead Director regularly discusses the material risks facing the Company with management. The Chairman is also expected to report candidly to his fellow directors on his assessment of the material risks we face, based upon the information he receives as part of his management responsibilities. Both the Lead Director and the Chairman are well-equipped to lead Board discussions on risk issues.

**BOARD/COMMITTEE AREAS OF RISK OVERSIGHT**

**Full Board**

Strategic, financial and execution risk associated with the annual operating plan and strategic plan (including allocation of capital investments);

Major litigation and regulatory matters;

Acquisitions and divestitures; and

Management succession planning.

**Audit Committee**

Risks associated with financial matters, particularly financial reporting, accounting, and disclosure and internal controls, and information technology and cybersecurity.

**Compensation Committee**

Risks associated with the establishment and administration of executive compensation, equity-based compensation programs, and performance management of officers.

**Governance Committee**

Risks associated with Board effectiveness and organization, corporate governance matters, and director succession planning.

**Finance Committee**

Risks associated with liquidity, pension plans (including investment performance, asset allocation and funded status), taxes, currency and interest

rate exposures, and insurance strategies.

**Committee on Corporate  
Responsibility and Compliance**

Risks associated with health, safety and the environment, sustainability, and the Company's legal and ethical compliance program.



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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Consideration of Director Nominees

Consideration of Director Nominees

The policy of the Governance Committee is to consider properly submitted shareholder nominations of candidates for membership on the Board as described below under Identifying and Evaluating Nominees for Director. In evaluating such nominations, the Governance Committee seeks to address the criteria described below under Director Selection Guidelines.

Any shareholder desiring to submit a proposed candidate for consideration by the Governance Committee should send the name of such proposed candidate, together with biographical data and background information concerning the candidate, to the Office of the Secretary, The Goodyear Tire & Rubber Company, 200 Innovation Way, Akron, Ohio 44316-0001.

Director Selection Guidelines

The Board of Directors has approved guidelines for selecting directors as part of our Corporate Governance Guidelines. Criteria considered in the selection of directors include:

Personal qualities and characteristics, including the highest personal and professional integrity, sound judgment, and reputation in the business community or a record of public service;

Substantial business experience or professional expertise and a record of accomplishments;

Experience and stature necessary to be highly effective, working with other members of the Board, in serving the long-term interests of shareholders;

Ability and willingness to devote sufficient time to the affairs of the Board and the Company and to carry out their duties effectively;

The needs of the Company at the time of nomination to the Board and the fit of a particular individual's skills and personality with those of the other directors in building a Board that is effective and responsive to the needs of the Company;

Diverse business experience, substantive expertise, skills and background, as well as diversity in personal characteristics, such as age, gender and ethnicity; and

Ability to satisfy Goodyear's and The NASDAQ Stock Market's independence standards.

### Identifying and Evaluating Nominees for Director

The Governance Committee is responsible for identifying, screening and recommending persons for nomination to the Board. The Governance Committee considers candidates for Board membership suggested by its members and other Board members, as well as management and shareholders. On occasion, the Committee may also retain third-party executive search firms to identify candidates. In addition, under our prior master labor agreement with the USW, the USW had the right to nominate a candidate for consideration for membership on the Board. Mr. Wessel, who became a director in December 2005, was identified and recommended by the USW. Ms. Koellner was initially identified as a potential candidate for Board membership by a third-party search firm.

Once a prospective nominee has been identified, the Committee makes an initial determination on whether to conduct a full evaluation of the candidate. This initial determination is based on whatever information is provided to the Committee with the

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Identifying and Evaluating Nominees for Director

recommendation of the prospective candidate, as well as the Committee's own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination is based primarily on the need for additional Board members and the likelihood that the prospective nominee can satisfy the director selection guidelines described above. If the Committee determines, in consultation with the Chairman of the Board, the Lead Director and other Board members as appropriate, that additional consideration is warranted, it may request a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the Committee. The Committee then evaluates the prospective nominee against the standards and qualifications set out in Goodyear's director selection guidelines. The Committee also considers such other relevant factors as it deems appropriate, including the balance of management and independent directors and the evaluations of other prospective nominees. As described above under

Director Selection Guidelines, diversity is among the many factors that the Committee considers in evaluating prospective nominees. We consider the members of our Board to have a diverse set of business and personal experiences, backgrounds and expertise, and to be diverse in terms of age, gender and ethnicity.

In connection with this evaluation, the Committee determines whether to interview the prospective nominee, and if warranted, the Lead Director, the Chairman of the Committee, one or more other members of the Committee, and others as appropriate, interview prospective nominees in person or by telephone. After completing this evaluation and interview, the Committee makes a recommendation to the full Board as to the persons who should be elected to the Board, and the Board makes its decision after considering the recommendation and report of the Committee.

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**PROPOSAL 1 ELECTION OF DIRECTORS**

The Board of Directors has selected the following thirteen nominees recommended by the Governance Committee for election to the Board of Directors. The directors will hold office from their election until the next Annual Meeting of Shareholders, or until their successors are elected and qualified. If any of these nominees for director becomes unavailable, the persons named in the proxy intend to vote for an alternate designated by the current Board of Directors.

**William J. Conaty**

<b>Director Since:</b>	<b>CURRENT PRINCIPAL OCCUPATION:</b>	<b>OTHER PUBLIC COMPANY DIRECTORSHIPS</b>
August 1, 2011	President of Conaty Consulting LLC and Advisory Partner of Clayton, Dubilier & Rice, LLC	<b>HELD SINCE JANUARY 1, 2010:</b>  Hewitt Associates (2008 – 2010)
<b>Committees:</b>	<b>DESCRIPTION OF BUSINESS EXPERIENCE:</b>	Mr. Conaty has extensive human resources, executive compensation and executive management experience from his long and successful tenure at General Electric. His skills in coaching and developing leaders and teams are an asset to both the Board of Directors and Goodyear, particularly with respect to talent development, succession planning, labor relations and executive compensation matters.
Compensation  Governance	Mr. Conaty served as Senior Vice President of Corporate Human Resources for General Electric Company from 1993 to 2007. He joined General Electric in 1967 and in his 40-year career, moved through a progression of leadership roles in the company's transportation, aerospace and aircraft engines businesses. Following his retirement from General Electric, he formed Conaty Consulting LLC and joined Clayton, Dubilier & Rice as an advisory partner. He is Chairman of the Board of Trustees of Bryant University and a trustee	
<b>Age: 69</b>		

[REDACTED] of Dartmouth-Hitchcock Hospital.

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**ELECTION OF DIRECTORS**

**James A. Firestone**

**Director Since:**

December 3, 2007

**Committees:**

Audit

Finance (Chairman)

**Age:** 60

**CURRENT PRINCIPAL  
OCCUPATION:**

Executive Vice President and President,  
Corporate

Strategy and Asia Operations of Xerox  
Corporation

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Firestone is an Executive Vice President of Xerox Corporation and has been President, Corporate Strategy and Asia Operations since January 1, 2014. Mr. Firestone was President, Corporate Operations from October 2008 to December 2013 and President of Xerox North America from October 2004 to September 2008. He has also served as head of Xerox's channels group. Before joining Xerox in 1998, Mr. Firestone worked for IBM Corporation as general manager of the Consumer Division and for Ameritech Corporation as president of Consumer Services. He began his business career in 1978 with American Express, where during his 15-year tenure

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

The Nomura Partners Fund (2005 – 2014)

Mr. Firestone has extensive executive management experience in positions of increasing responsibility, including most recently as a senior executive officer of Xerox Corporation, which is of similar size and global complexity as Goodyear. He also has over 20 years of profit and loss management responsibility, as well as significant international business experience. These experiences provide him with unique and valuable insights as a director of Goodyear, particularly with respect to operations and finance matters.



he ultimately rose to President, Travelers Cheques.

**Werner Geissler**

**Director Since:**

February 21, 2011

**Committees:**

Audit

Corporate Responsibility and Compliance (Chairman)

**Age:** 61

**CURRENT PRINCIPAL OCCUPATION:**

Retired. Formerly Vice Chairman, Global Operations of

The Procter & Gamble Company

Operating Partner of Advent International

**DESCRIPTION OF BUSINESS EXPERIENCE:**

Mr. Geissler was Vice Chairman, Global Operations of The Procter & Gamble Company from August 2007 until his retirement on December 31, 2014, and was Group President, Central & Eastern Europe, Middle East and Africa from July 2004 to July 2007. He joined Procter & Gamble in 1979 and held positions of increasing responsibility in various brand and general management and operations roles in Europe, the Middle East, Central Asia, Japan, Africa and the United States. He is also a member of the Supervisory Board and Audit Committee of the International Management Development Institute in Lausanne, Switzerland, a leading global institution for senior management education.

**OTHER PUBLIC COMPANY DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

Philip Morris International Inc.

(January 1, 2015 present)

Mr. Geissler, a native of Germany, has deep executive management experience, including as a senior executive officer of Procter & Gamble, where he oversaw Procter & Gamble's extensive worldwide business operations. He has significant international business experience and profit and loss management responsibility. These experiences provide him with valuable insights as a director of Goodyear, particularly with respect to consumer marketing, and international, operations and finance matters.





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**ELECTION OF DIRECTORS**

**Peter S. Hellman**

**Director Since:**

October 5, 2010

**Committees:**

Audit (Chairman)

Finance

**Age: 65**

**CURRENT PRINCIPAL  
OCCUPATION:**

Retired. Formerly President and Chief Financial and

Administrative Officer of Nordson Corporation

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Hellman retired from Nordson Corporation, a designer, manufacturer and marketer of industrial equipment, in 2008 after a career of over 20 years with large, multinational companies in both financial and operating executive positions. Mr. Hellman was President and Chief Financial and Administrative Officer of Nordson Corporation from 2004 to January 2008 and Executive Vice President and Chief Financial and Administrative Officer from 2000 to 2004. Prior to joining Nordson in 2000, Mr. Hellman was with TRW Inc. for 10 years and held various positions, including President and Chief Operating Officer and Chief Financial Officer.

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

Baxter International Inc. (2005 present)

Owens-Illinois, Inc. (2007 present)

Qwest Communications International Inc. (2000 2011)

Mr. Hellman has significant financial reporting expertise due to his service as a Chief Financial Officer at both Nordson and TRW, providing him with the necessary skills to be Chairman of our Audit Committee, where he also qualifies as an audit committee financial expert. He also has extensive operational experience at both companies. In addition, Mr. Hellman has served on public company boards for over 20 years. Through his board and management experience, Mr. Hellman also has significant experience with corporate governance practices and legal and regulatory compliance issues. Mr. Hellman's financial and operating experience, business leadership skills and board experience enable him to provide

**Laurette T. Koellner**

Mr. Hellman also serves on the boards of several nonprofit organizations.

valuable contributions as a Goodyear director.

**Director Since:**

February 23, 2015

**Committees:**

None

**Age:** 60

**CURRENT PRINCIPAL OCCUPATION:**

Retired. Formerly President of Boeing International and Executive Chairman of International Lease Finance Corporation

**DESCRIPTION OF BUSINESS EXPERIENCE:**

Ms. Koellner most recently served as Executive Chairman of International Lease Finance Corporation, an aircraft leasing subsidiary of American International Group, Inc., from June 2012 until its sale in May 2014. From 1978 until 2007, Ms. Koellner held positions of increasing responsibility at McDonnell Douglas Corporation and The Boeing Company, an aerospace company, including as President of Boeing International, where she oversaw Boeing's international operations, and President of Connexion by Boeing, which provided satellite-based connectivity services to aircraft and maritime vessels. While at Boeing, Ms. Koellner also served as Vice President and General Auditor, Vice President and Corporate Controller, and Chief Human Resources Officer.

**OTHER PUBLIC COMPANY DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

Celestica Inc. (2009 – present)

Papa John's International, Inc. (June 10, 2014 – present)

The Hillshire Brands Company (formerly Sara Lee Corporation) (2003 – 2014)

American International Group, Inc. (2009 – 2012)

Ms. Koellner has significant senior executive management experience, including extensive international business and financial leadership experience. Her service on several public company boards of directors also provide us with important insights on business practices in a variety of industries.

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**ELECTION OF DIRECTORS**

**Richard J. Kramer**

**Director Since:**

February 22, 2010

**Committees:**

None

**Age: 51**

**CURRENT PRINCIPAL  
OCCUPATION:**

Chairman of the Board, Chief Executive Officer and President of Goodyear

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Kramer joined Goodyear in March 2000 as Vice President Corporate Finance, serving in that capacity as Goodyear's principal accounting officer until August 2002, when he was elected Vice President, Finance North American Tire. In August 2003, he was named Senior Vice President, Strategic Planning and Restructuring, and in June 2004 was elected Executive Vice President and Chief Financial Officer. Mr. Kramer was elected President, North American Tire in March 2007 and continued to serve as Chief Financial Officer until August 2007. In June 2009, Mr. Kramer was elected Chief Operating Officer and continued to serve as President, North American Tire until February 2010. He was elected Chief Executive Officer and President effective April 13, 2010 and

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

The Sherwin-Williams Company (2012 present)

Mr. Kramer has been an executive officer of Goodyear for 15 years. Mr. Kramer has held several key positions at Goodyear and has had a critical role in creating our strategy and strengthening our leadership teams as Chief Executive Officer and previously as Chief Financial Officer and as President, North American Tire. Mr. Kramer's deep knowledge of Goodyear, global markets, manufacturing, finance and accounting provides our Board with valuable perspectives that are necessary to advance Goodyear's business and the interests of our shareholders.

Chairman effective October 1, 2010. Prior to joining Goodyear, Mr. Kramer was with PricewaterhouseCoopers LLP for 13 years, including two years as a partner.

**W. Alan McCollough**

**CURRENT PRINCIPAL  
OCCUPATION:**

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**Director Since:**

**HELD SINCE JANUARY 1, 2010:**

April 10, 2007

Retired. Formerly Chairman and Chief Executive Officer of Circuit City Stores, Inc.

La-Z-Boy Inc. (2007 present)

VF Corporation (2000 present)

Lead Director

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. McCollough has extensive senior executive management experience, particularly in operations and consumer merchandising and marketing. His experience as Chairman and Chief Executive Officer of Circuit City provides him with the necessary skills to be Lead Director and serve on our Audit Committee, where he also qualifies as an audit committee financial expert. Mr. McCollough's past service as Chairman of Circuit City, as well as his current service on other public company boards of directors, provides us with important perspectives on corporate governance and executive compensation matters.

**Committees:**

Audit

Compensation

Mr. McCollough joined Circuit City Stores, Inc., a consumer electronics retailer, in 1987 as general manager of corporate operations, and was named assistant vice president in 1989, president of central operations in 1991, and senior vice president of merchandising in 1994. He served as President and Chief Operating Officer from 1997 to 2000 and as President and Chief Executive Officer from 2000 to 2002. Mr. McCollough was elected Chairman, President and Chief Executive Officer of Circuit City in 2002 and served in those capacities until 2005. He remained Chief Executive Officer until February 2006 and Chairman until his retirement in June 2006.

**Age: 65**

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**ELECTION OF DIRECTORS**

**John E. McGlade**

**Director Since:**

December 5, 2012

**Committees:**

Compensation

Governance

**Age: 61**

**CURRENT PRINCIPAL OCCUPATION:**

Retired. Formerly Chairman, President and

Chief Executive Officer of

Air Products and Chemicals, Inc.

**DESCRIPTION OF BUSINESS EXPERIENCE:**

Mr. McGlade was Chairman, President and Chief Executive Officer of Air Products and Chemicals, Inc., a global provider of atmospheric, process and specialty gases, from March 2008 until his retirement on July 1, 2014. He joined Air Products in 1976 and held various positions of increasing responsibility, including as Group Vice President, Chemicals Group, and President and Chief Operating Officer.

**OTHER PUBLIC COMPANY DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

Bunge Limited (August 5, 2014 present)

Air Products and Chemicals, Inc. (2007 2014)

Mr. McGlade has strong leadership skills and extensive management, international and operating experience, including as Chief Executive Officer of Air Products. He has also had responsibility for the environment, health, safety and quality function during his career at Air Products. These experiences provide him with unique and valuable insights as a director of Goodyear, particularly with respect to operations matters.

**Michael J. Morell**

**Director Since:**

January 7, 2014

**Committees:**

Audit

Corporate Responsibility  
and Compliance

**Age:** 56

**CURRENT PRINCIPAL  
OCCUPATION:**

Chief Executive Officer and President,  
Morell Consulting.

Formerly Deputy Director of the  
Central Intelligence Agency

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Morell retired from the Central Intelligence Agency in 2013 following a 33-year career, including serving as Deputy Director from May 2010 to August 2013 and as Director for Intelligence from May 2008 to April 2010. He also served as Acting Director on two occasions. Mr. Morell has received numerous intelligence and defense awards for his service to the United States.

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

None

Mr. Morell has extensive leadership and management experience through his positions with the Central Intelligence Agency, a large and complex global government agency. He also possesses extensive knowledge of national security issues, such as cybersecurity, terrorism and political and economic instability, which directly impact global businesses. These experiences, combined with his strong critical thinking and problem solving skills, make Mr. Morell a valuable contributor to the Board of Directors.

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**ELECTION OF DIRECTORS**

**Roderick A. Palmore**

**Director Since:**

August 7, 2012

**Committees:**

Finance

Governance (Chairman)

**Age: 63**

**CURRENT PRINCIPAL  
OCCUPATION:**

Retired. Formerly Executive Vice  
President, General

Counsel, Chief Compliance and Risk  
Management

Officer, and Secretary of General  
Mills, Inc.

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Palmore joined General Mills, a global manufacturer and marketer of food products, as Executive Vice President, General Counsel, Chief Compliance and Risk Management Officer, and Secretary in February 2008 and served in that capacity until his retirement on February 16, 2015. From 1996 to 2008, he worked for Sara Lee Corporation in a variety of legal leadership roles, ultimately becoming Executive Vice President, General Counsel and Secretary. Prior to 1996, he worked at the U.S. Department of

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

CBOE Holdings, Inc. (2000 – present)

Express Scripts Holding Co.  
(September 10, 2014 – present)

In his role at General Mills, he was responsible for the company's worldwide legal activities, corporate ethics, compliance, and corporate security. Through his experience as general counsel of consumer product public companies, in private practice and as an Assistant U.S. Attorney, Mr. Palmore has extensive experience in corporate governance and the legal issues facing Goodyear. In addition, his experience provides him with strong risk management skills. This broad business knowledge and public board experience, as well as his strong leadership skills, are valuable assets to the Board of Directors.

**Stephanie A. Streeter**

Justice and in private practice.

**Director Since:**

October 7, 2008

**Committees:**

Compensation (Chairman)

Governance

**Age: 57**

**CURRENT PRINCIPAL  
OCCUPATION:**

Chief Executive Officer of

Libbey Inc.

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

Libbey Inc. (2011 present)

Kohl s Corporation (2007 present)

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Ms. Streeter joined Libbey Inc., a producer of glass tableware products, as Chief Executive Officer on August 1, 2011. Previously, Ms. Streeter was with Banta Corporation, a provider of printing and supply chain management services, serving as President and Chief Operating Officer beginning in January 2001, and was elected Chief Executive Officer in 2002 and Chairman in 2004. She served as Chairman, President and Chief Executive Officer of Banta until its acquisition by R.R. Donnelley & Sons in 2007. Ms. Streeter also spent 14 years with Avery Dennison Corporation in a variety of product and business management positions, including as Group Vice President of Worldwide Office Products from 1996 to 2000. Ms. Streeter was a member of the board of

directors of the United States Olympic Committee from 2004 to 2009, where she also served as Acting Chief Executive Officer from March 2009 to March 2010. She also serves on the board of Catalyst, a nonprofit organization.

Ms. Streeter has extensive senior executive management experience. Her experiences as Chief Executive Officer of Libbey, as Chairman, President and Chief Executive Officer of Banta and at Avery Dennison provide Ms. Streeter with an understanding of the operations and performance of public companies. Ms. Streeter s service on several public company and nonprofit boards of directors also provide us with important insights on practices across a variety of industries.



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**ELECTION OF DIRECTORS**

**Thomas H. Weidemeyer**

**Director Since:**

December 9, 2004

**Committees:**

Corporate Responsibility  
and Compliance

Finance

**Age: 67**

**CURRENT PRINCIPAL  
OCCUPATION:**

Retired. Formerly Senior Vice  
President and

Chief Operating Officer of United  
Parcel Service, Inc.

**DESCRIPTION OF BUSINESS  
EXPERIENCE:**

Mr. Weidemeyer served as Senior  
Vice President and Chief Operating  
Officer of United Parcel Service, Inc.,  
a transportation and logistics company,  
from January 2001, and as President  
and Chief Operating Officer of UPS  
Airlines from July 1994, until his  
retirement in February 2004.

Mr. Weidemeyer became Manager of  
the Americas International Operation  
of UPS in 1989, and in that capacity  
directed the development of the UPS  
delivery network throughout Central  
and South America. In 1990, he  
became Vice President and Airline  
Manager of UPS Airlines and in 1994  
was elected its President and Chief

**OTHER PUBLIC COMPANY  
DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

NRG Energy, Inc. (2003 present)

Waste Management, Inc. (2005  
present)

Mr. Weidemeyer has over 40 years of  
management and executive leadership  
experience. His logistics, finance and  
international management experience  
provides us with valuable insights on  
our supply chain and financial  
management practices, as well as our  
overall business. His service on other  
boards of directors also provides us  
with perspectives on issues facing  
companies in different industries.



Operating Officer. Mr. Weidemeyer was a director of United Parcel Service from 1998 to 2003.

**Michael R. Wessel**

**Director Since:**

December 6, 2005

**Committees:**

Corporate Responsibility and Compliance

**Age: 55**

**CURRENT PRINCIPAL OCCUPATION:**

President of The Wessel Group Incorporated

**DESCRIPTION OF BUSINESS EXPERIENCE:**

Mr. Wessel has served as President of The Wessel Group Incorporated, a government and political affairs consulting firm, since May 2006. Prior to founding The Wessel Group, he served as Senior Vice President of the Downey McGrath Group, a government affairs consulting firm, from March 1999 to December 2005 and as Executive Vice President from January 2006 to April 2006.

Mr. Wessel is an attorney with over 30 years of experience as an economic and international trade policy advisor in Washington, D.C. Mr. Wessel has acted as an advisor to Congressman Richard Gephardt, both in the U.S. House of Representatives and to his presidential campaigns in 1987-88 and 2003-04, to the Clinton/Gore Transition

**OTHER PUBLIC COMPANY DIRECTORSHIPS**

**HELD SINCE JANUARY 1, 2010:**

None

Office in 1992 and 1993, and to Senator John Kerry's presidential campaign in 2004. Mr. Wessel also serves as a Commissioner on the U.S.-China Economic and Security Review Commission, a position he has held since April 2001.

Mr. Wessel's extensive experience with public policy matters and his government service, including as an advisor to former Majority Leader Gephardt and as an appointee on government commissions, provides us with valuable perspectives on public policy matters impacting trade, international economic affairs and other matters of importance to Goodyear.

Your Board of Directors unanimously recommends that shareholders vote FOR each of the nominees for director named in this Proxy Statement (Proposal 1).

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**PROPOSAL 2 ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

We are seeking your vote to approve, on an advisory (or non-binding) basis, the compensation of our named executive officers as disclosed in this Proxy Statement.

Our Compensation Discussion and Analysis ( CD&A ), which starts on page 24, describes our executive compensation program. We encourage you to read the CD&A before casting your vote.

The advisory resolution below, commonly known as a say-on-pay proposal, gives you the opportunity to express your views on our executive compensation program for our named executive officers. The say-on-pay proposal is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation policies, practices and plans described in this Proxy Statement.

The resolution is required by Section 14A of the Securities Exchange Act of 1934. The resolution is not intended to indicate your approval of the matters disclosed under the heading Risks Related to Compensation Policies and Practices or future golden parachute payments. We will seek shareholder approval of any golden parachute payments at the time of any transaction triggering such payments to the extent required by applicable law.

We ask you to vote FOR the following resolution which will be presented by the Board of Directors at the Annual Meeting:

RESOLVED, that the shareholders of The Goodyear Tire & Rubber Company approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's Proxy Statement for the 2015 Annual Meeting of Shareholders.

Although this proposal is an advisory vote that will not be binding on the Compensation Committee or the Board of Directors, the Compensation Committee will consider the results of this shareholder advisory vote and the changes, if any, to our executive compensation policies, practices and plans that may be warranted as a result of this vote. The Board of Directors has determined, consistent with the shareholders' vote on the matter in 2011, to hold an advisory vote regarding the compensation of our named executive officers every year until the next vote on the frequency of such advisory votes, which is currently expected to occur at the 2017 Annual Meeting of Shareholders.

Your Board of Directors unanimously recommends that shareholders vote FOR the advisory resolution to approve the compensation of our named executive officers (Proposal 2).



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**COMPENSATION DISCUSSION AND ANALYSIS TABLE OF CONTENTS**

[Introduction](#)

This Compensation Discussion and Analysis describes the Company's executive compensation philosophy and programs, focusing in particular on the Compensation Committee's decisions about named executive officers (NEOs) in 2014.

OUR NEOS FOR 2014 ARE:

<b>Richard J. Kramer</b>	Chairman, Chief Executive Officer and President
<b>Laura K. Thompson</b>	Executive Vice President and Chief Financial Officer
<b>Darren R. Wells</b>	President, Europe, Middle East and Africa
<b>Gregory L. Smith</b>	Senior Vice President, Global Operations
<b>David L. Bialosky</b>	Senior Vice President, General Counsel and Secretary

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<b>25</b>	<b><u>Executive Summary</u></b>
25	<u>Company Performance Update</u>
26	<u>Alignment of Pay and Performance</u>
27	<u>Elements of Executive Compensation</u>
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## **USE OF NON-GAAP FINANCIAL MEASURES**

For additional information regarding segment operating income and free cash flow from operations, both non-GAAP financial measures, including reconciliations to the most directly comparable GAAP financial measures, see Exhibit B to this Proxy Statement.

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**COMPENSATION**

**DISCUSSION AND ANALYSIS**

[Executive Summary](#)

**RECORD SEGMENT OPERATING INCOME IN 2014**

We delivered record segment operating income of \$1.7 billion in 2014 for the second consecutive year. We achieved these results despite experiencing volatile global industry conditions in 2014, including economic weakness in Europe, economic and political

volatility in Latin America, and slowing growth in Asia. We also produced record segment operating income of \$803 million in North America in 2014.

**PERFORMANCE HIGHLIGHTS**

The following summarizes key elements of the company's performance in 2014.



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Executive Summary

KEY ACCOMPLISHMENTS IN 2014

**Record Segment**

**Operating Income  
Performance**

For the second year in a row, we delivered record segment operating income. Our 2014 segment operating income was \$1.7 billion.

Operating income was also at record levels in North America – an improvement of \$1.1 billion since 2009.

**Strong Cash Flow**

**Shareholder Return**

We generated free cash flow from operations of \$981 million in 2014.

We increased our Common Stock dividend by 20% and our share repurchase program by \$350 million in 2014, returning \$293 million to our shareholders, comprised of \$60 million of dividends and \$233 million of share repurchases.

**Program**

**Addressed Legacy**

We fully funded and froze substantially all of our hourly U.S. pension plans.

**Pension Liabilities**

Combined with similar prior actions on our salaried U.S. pension plans, these actions substantially reduce a long-standing legacy liability that drove volatility in earnings and cash flows.

**ALIGNMENT OF PAY AND PERFORMANCE**

Goodyear's executive compensation is strongly aligned to company performance and measurable financial metrics.

Target CEO pay is near the median of general industry survey data and our peer group

**90% of our CEO's pay opportunity is performance based and over 75% is tied to stock price**



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Executive Summary

**Our CEO s realized pay shows strong alignment to our stock price**

As a result of our operating performance, payouts under our annual incentive plan ranged from 122% to 134% of target for our named executive officers. In addition, the performance targets for the 2014 performance periods under our 2012-2014, 2013-2015 and 2014-2016 long-term awards were exceeded and payouts ranging from 125% to 193% of target were approved for the applicable periods, subject to continued service and a relative total shareholder return modifier (which we refer to as the "TSR modifier" and which is described in more detail on page 41). Our stock out-performed 62% of the companies in the S&P 500 during the three-year period ending December 31, 2014, resulting in a TSR modifier of 1.1 times.

**ELEMENTS OF EXECUTIVE COMPENSATION**

Compensation for NEOs is comprised of a mix of variable and fixed compensation that is strongly linked to company performance and targeted to the median of general industry survey data.

Following the changes we made for 2014 (which are discussed below under "2014 Program Adjustments"), the mix of performance metrics is as follows:

	Incentive Program	Financial Metrics	Weighting
<b>ANNUAL INCENTIVES</b>	<b>Annual Performance Plan</b>	NEW METRIC FOR 2014: Free Cash Flow from Operations	<b>40%</b>
		EBIT	<b>40%</b>
		Operating Drivers	<b>20%</b>
<b>LONG-TERM AWARDS</b>	<b>Performance-Based Awards</b> <i>(Paid out in Equity and Cash)</i>	Net Income	<b>50%</b>
		NEW METRIC FOR 2014: Cash Flow Return on Capital	<b>50%</b>
	<b>Stock Options</b>		

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Executive Summary

We believe that these changes, together with our existing compensation practices, result in a compensation program that is consistent with our performance-based compensation philosophy and serves the long-term interests of our shareholders. That said, we will continue to seek feedback from our investors and consider ongoing enhancements to the program.

**2014 SHAREHOLDER ENGAGEMENT**

At our 2014 annual meeting, 90% of our voting shareholders approved our say on pay proposal.

We believe that it is important for us to communicate regularly with shareholders regarding areas of interest or concern. As part of that commitment and in an effort to continue to understand our investors' perspective and thoughts regarding our executive compensation program, we requested the opportunity to meet many of our top shareholders and we ultimately held one-on-one conversations with shareholders representing approximately 41% of our outstanding Common Stock as of September 30, 2014.

Our outreach meetings gave us the chance to highlight the strong operating performance delivered by the Company over the past several years and to make clear our commitment to the alignment of pay and performance. We received positive feedback on the improvements we made to our disclosure in the 2014 Proxy Statement and the diversification of the metrics in our annual and long-term incentive plans. We also received suggestions for further improvements to our executive compensation program and related disclosures, including additional transparency surrounding our target setting process. All of the shareholder feedback and suggestions that we received were reported to the Compensation Committee and the Board of Directors for its consideration. For further insight on our target setting process, see [Target Setting](#) at page 35.

**2014 PROGRAM ADJUSTMENTS**

As a result of the investor feedback we received over the last few years and our own review process, our Compensation Committee made the following changes beginning in 2014:

**KEY PROGRAM CHANGES FOR 2014**

<b>Enhancing Long-Term</b>	<b>Even Weighting Over Performance Period.</b> Three-year performance cycle will be evenly weighted (1/3, 1/3, 1/3) instead of 50%, 30%, 20% (to balance awards across each year in the three-year performance cycle). We will continue to set targets at the beginning of the three-year period.
<b>Alignment of Pay for Performance</b>	<b>Short-Term.</b> Changed annual incentive metric from operating cash flow to free cash flow from operations (a key management metric for business performance) to better link compensation to the underlying cash generation of our business.
<b>Diversifying Metrics</b>	<b>Long-Term.</b> Changed long-term incentive metric from total cash flow, net of debt to
<b>Across Program</b>	

cash flow return on capital (greater measurement of capital efficiency with long-term focus).

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Executive Summary

**COMPENSATION BEST PRACTICES**

The Compensation Committee has adopted a number of best practices that are consistent with our performance-based compensation philosophy and serve the long-term interests of our shareholders:

<b>Strong Link to TSR</b>	Relative TSR modifier on all long-term performance-based awards
<b>Dividend Policy</b>	No dividends or dividend equivalents on unearned performance-based equity awards
<b>No Repricing</b>	No repricing of options without shareholder approval
<b>No Additional Service Credit in Pension</b>	No pension credit for newly hired executives to make up for service at prior employers. The company has not granted any pension credit since 2007.
<b>Double-Trigger Change-in-Control</b>	Double-trigger change-in-control provisions in our change-in-control plan and our equity compensation plans, and no walk-away rights
<b>No Gross-Ups</b>	No tax gross-ups in our change-in-control plan or for perquisites
<b>Strong Stockholding and Retention Policies</b>	Robust stockholding guidelines for officers and directors, including stock retention provisions following the exercise of stock options or the vesting of other stock-based awards
<b>No Hedging or Pledging</b>	Hedging and pledging of our Common Stock by officers, directors and employees is prohibited
<b>Clawback Policy</b>	Robust clawback policy in place
<b>Independent Committee</b>	Compensation Committee consists only of independent Board members

<b>Leading Independent Consultant</b>	Engaged a leading independent compensation consultant to assist the Compensation Committee and Board in determining executive compensation and evaluating program design
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**COMPENSATION DISCUSSION AND ANALYSIS**  
Compensation Philosophy

**Compensation Philosophy**

The following core principles form the foundation of the compensation program for our executives, including the named executive officers:

**FIRST**, compensation programs should motivate our executives to take actions that are aligned with our short- and long-term strategic objectives, and appropriately balance risk versus potential reward.

**THIRD**, performance pay should offer an opportunity for above average compensation when our performance exceeds our goals balanced by the risk of below average compensation when it does not.

**Components of Executive Compensation**

We provide executive compensation and benefits that are market-competitive in which a large portion of the total opportunity is variable and tied to our performance and changes in shareholder value over a multi-year period. The key components of compensation provided to our executive officers and how each supports our compensation objectives are presented in the following table:

	Description	Objectives
<b>Annual Compensation</b>		
<b>Base Salary</b>	Annual cash compensation	Provide an appropriate level of fixed compensation necessary to attract and retain employees
<b>Annual Incentive Plans</b>	Annual cash incentive based on corporate performance (corporate and/or operating unit performance measures) and individual performance	Recognize and reward skills, competencies, experience, leadership and individual contribution Link annual cash compensation to attainment of key short-term performance goals:



Across total company and operating units as measured primarily by achievement of annual operating goals

By the individual as measured by achievement of specific strategic goals and demonstrated leadership traits

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Components of Executive Compensation

	Description	Objectives
<b>Long-Term Incentive Compensation</b>		
<b>Stock Options</b>	Provides opportunity to purchase stock at the grant date fair market value over a ten-year period. Results in value only if stock price increases	<p>Link realized compensation over long-term to appreciation in stock price</p> <p>Facilitate retention</p> <p>Build executive stock ownership</p> <p>Align interests of management with those of shareholders</p>
<b>Performance-Based Awards</b>	Long-term incentive program with award payouts tied to achievement of corporate goals over a three-year period, with performance targets for each year of the three-year period established on the grant date, subject to a relative total shareholder return modifier over that three-year period	<p>Link multi-year compensation to performance against key operational goals over a three-year period, as well as changes in share price on both an absolute and relative basis</p> <p>Facilitate retention</p> <p>Payable in shares of Common Stock and cash</p> <p>Align interests of management with those of shareholders</p>
<b>Retirement Programs</b>		
<b>Qualified Retirement Plans</b>	Post-retirement benefits	Necessary to attract and retain employees
<b>Supplementary Pension Plan and Excess Benefit Plans</b>	Additional retirement benefits	Facilitate attraction and retention of executive officers
		Provide for retirement replacement income, thereby facilitating an orderly succession of talent
<b>Other Executive Benefits</b>		

**Perquisites**

Home security systems

Assure protection of officers

Tire program

Financial planning and tax preparation services

Enable officers to focus on Company business with minimal disruption

Annual physical exams

**Other Benefits**

Limited use of company aircraft

Medical, welfare and other benefits

Necessary to attract and retain employees

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Compensation Decision-Making

Compensation Decision-Making

The Compensation Committee undertakes ongoing review of our executive compensation policies, practices and plans to determine whether they are consistent with our compensation philosophy and objectives, and whether they need to be modified in light of changes in our business or the markets in general. The Compensation Committee meets periodically with the CEO to review compensation policies and specific levels of compensation paid to officers and other key personnel, and reports and makes recommendations to the Board regarding executive compensation policies and programs. In addition, the CEO annually makes recommendations to the Compensation Committee regarding salary adjustments and the setting of annual and long-term incentive targets and awards for officers other than himself, including the other named executive officers. The Compensation Committee also obtains feedback, advice and recommendations on our compensation program from its independent compensation consultant, F.W. Cook. The Compensation Committee also reviews Company performance, compensation practices of its peers, compensation surveys and other materials regarding executive compensation.

In determining the compensation of a named executive officer, the Compensation Committee considers various factors, including:

Company performance against corporate and operating unit objectives,

The Company's relative shareholder return,

The compensation of officers with similar responsibilities at comparable companies,

Individual performance,

Current and future responsibilities,

Retention considerations,

The awards given to the named executive officer in past years, and

The relationship between the compensation to be received by the officer and the compensation to be received by the other named executive officers (which we refer to as internal pay equity), including comparing the relationship to that found at comparable companies.

We generally target base salaries for our officers below median market rates, in the aggregate, consistent with the requirements of our master labor agreement with the United Steelworkers (the USW Agreement), and we target annual and long-term incentive compensation at rates that, when added to base salaries, result in median market levels of target primary compensation, on average. The actual positioning of target compensation relative to the median varies based on each executive's experience and skill set, and generally results in executives who are new in their role being placed lower in the range and those with more experience being placed higher in the range. We emphasize variable compensation because it minimizes fixed expense associated with salary and enables total compensation to fluctuate directly with performance against operating goals and changes in share price. This approach aligns overall costs with performance and provides executives with a leveraged and attractive compensation opportunity that varies based on results.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Compensation Decision-Making

The Compensation Committee generally sets primary compensation, which we define to include salary, annual cash incentives and long-term compensation, for the CEO and the other named executive officers as follows:

Long-term compensation is delivered through grants of long-term performance-based incentive awards that are payable in shares of Common Stock and cash, and stock options. The mix of long-term compensation between cash-based long-term incentives, performance shares and stock options is based, in part, on the market value of our Common Stock, the number of shares available for grant under our shareholder-approved equity compensation plan, and considerations relating to managing the dilutive effect of share-based awards. These factors impact our ability to use stock-based compensation to deliver a specified level of targeted compensation opportunity.

For further information regarding the Compensation Committee and its authority and responsibilities, see Corporate Governance Principles and Board Matters Compensation Committee at page 9.

**Role of Compensation Consultant**

The Compensation Committee has the authority to retain outside advisors, including compensation consultants, to assist it in evaluating actual and proposed compensation for our officers. During 2014, the Compensation Committee retained F.W. Cook as its independent compensation consultant.

As part of its engagement, F.W. Cook reviewed our executive compensation peer group and conducted a competitive analysis of compensation for the named executive officers as well as our operational and stock price performance relative to the peer group. F.W. Cook also assisted the Committee with a variety of other issues, including setting CEO compensation, compensation related to leadership succession activities, the design and establishment of performance goals under our variable incentive plans, and reviewing our compensation risk analysis.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
**Role of Compensation Consultant**

In addition, F.W. Cook reviewed and provided recommendations regarding our non-management director compensation program and made a presentation to the full Board on trends and regulatory developments in executive compensation. A representative of F.W. Cook regularly attends Compensation Committee meetings. F.W. Cook works with Goodyear management only under the direction of the Compensation Committee and does not provide any other advice or consulting services to the Company.

**Peer Group Benchmarking of Primary Compensation**

As noted above, the Compensation Committee generally targets primary compensation levels for officers at median market rates. For these purposes, the Compensation Committee has determined market rates by considering two sources:

Proxy statements and other public filings of 17 peer companies; and

Broad-based compensation surveys published from time to time by national human resources consulting firms.

FOR 2014 COMPENSATION DECISIONS, THE PEER GROUP NOTED ABOVE CONSISTED OF:

3M Company	Honeywell International Inc.	Parker-Hannifin Corporation
Caterpillar Inc.	Illinois Tool Works Inc.	PPG Industries, Inc.
Cummins Inc.	Ingersoll-Rand plc	Stanley Black & Decker, Inc.
Deere & Co.	Johnson Controls, Inc.	TRW Automotive Holdings Corp.
E.I. du Pont de Nemours and Co.	Lear Corporation	Whirlpool Corporation
Eaton Corporation plc	PACCAR Inc.	

This peer group was selected because the companies, as a whole, represent organizations of comparable size and complexity with which we compete for executive talent. The peer group includes companies in similar industries with comparable business models and global reach. It does not include other companies in the tire industry because no other U.S.-based tire company is similar in size and complexity to us, and non-U.S.-based tire companies do not publish comparable compensation information.

The Compensation Committee strongly believes that performance should be the primary basis on which compensation decisions are made. At the same time, the Compensation Committee believes that our peer group should reflect the fact that our executive officers are responsible for managing a larger and more complex enterprise relative to that of many other publicly traded companies with a larger market capitalization. Accordingly, for 2014 compensation

decisions, the Compensation Committee reviewed the composition of the peer group using the following criteria:

- (1) companies with which we compete for executive talent;
- (2) size, including revenues, net income, total assets, market capitalization and enterprise value;



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Peer Group Benchmarking of Primary Compensation

- (3) global manufacturing focus;
- (4) industry focus, particularly companies in the automotive industry;
- (5) consumer branded product companies; and
- (6) number of employees.

Our peer group had annual revenues the size criteria most strongly correlated to compensation ranging from \$11.2 billion to \$55.2 billion and median revenues of \$18.1 billion (for 2014, we had revenues of \$18.1 billion), and had over 70% of our selected peer companies in common with each of the peer groups constructed by two leading proxy advisory firms.

As a result of its review, the Compensation Committee did not make any changes to our peer group for 2014 compensation decisions. The Compensation Committee may make changes in the peer group from time to time based on the criteria described above or other relevant factors.

Data with respect to comparable elements of primary compensation is compiled for the peer group of companies described above from available sources, including, in most cases, the most recently available annual proxy statements and other SEC filings that address executive compensation matters.

**Target Setting**

The Compensation Committee set the performance targets for our 2014 executive compensation program in February 2014. The Compensation Committee believes that the performance targets it established are rigorous and reflect a significant stretch for the Company. The performance targets require us to generate significant organic earnings growth and free cash flow over the next three years. The achievement of the performance targets would enable us to fund our balanced capital allocation plan, and would mean we had successfully met the significant challenges posed by volatile global economic conditions, were a stronger competitor and were poised for future growth.

The Compensation Committee considered the following factors when establishing the performance targets, including the related threshold and maximum target levels:

Corporate strategy

Annual and long-term operating plans

Publicly disclosed financial targets and guidance

Performance history

Macro-economic and tire industry environment

Input from F.W. Cook and management

Difficulty of the targets in light of the above factors

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**COMPENSATION DISCUSSION AND ANALYSIS**  
**Target Setting**

The chart below illustrates how our 2014 performance targets corresponded with our corporate strategy, annual and long-term operating plans, publicly announced financial targets and performance history.

The performance targets established under our annual and long-term incentive plans would be achieved, at the target performance level, if we successfully executed our operating plan for 2014 and the 2014-2016 performance cycle.

**ANNUAL COMPENSATION TARGETS**

The 2014 Corporate EBIT target represented a 12% increase over our 2013 actual results, consistent with our goal to grow segment operating income 10% to 15% annually from 2014 to 2016. The 2014 free cash flow from operations target corresponded with our goal to generate cumulative free cash flow from operations of \$2.1 to \$2.3 billion from 2014 to 2016.

The successful management of our business requires us to carefully balance the following items: inventories, accounts receivable and accounts payable, and cash. Our cash flow is impacted by changes in our accounts receivable, inventories and accounts payable, which we define as our working capital.

While our 2014 target for free cash flow from operations represented a decrease from our 2013 actual results, this decline is more than explained by the changes we planned in working capital for 2014. In 2014, working capital was expected to be neither a source nor use of cash since we were operating at historically low levels of working capital, and believed that further reductions in working capital would adversely impact our ability to timely fulfill customer orders. In contrast, our cash flow from working capital reductions in 2013 was \$415 million. As such, our 2014 target of \$800 million represented a 36% increase over 2013 actual results when taking into account this anticipated change. In setting the free cash flow from operations target, the Compensation Committee also considered our planned capital expenditures of \$900 million to \$1.0 billion, which enable us to take advantage of future growth opportunities, interest expense of \$430 million to \$455 million, and forecasted tax payments.

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**  
Target Setting**LONG-TERM COMPENSATION TARGETS**

The 2014 net income target represented a 2% increase over our 2013 actual results and was also based on our goal to grow segment operating income 10% to 15% annually from 2014 to 2016. The rate of increase in net income was expected to be less than that of segment operating income primarily due to higher expected taxes and minority interest in our European operations, higher finance expense due to higher average debt levels and interest rates, and a reduction in other income.

The 2014 target for cash flow return on capital reflected the working capital considerations and expected uses of cash described above. In addition, the 2014 target also reflected an expected increase in average net fixed assets driven by investments in our plants.

**Annual Compensation****2014 BASE SALARY DECISIONS**

Name	2014 Base Salary <sup>1</sup>	% Increase
Kramer	\$ 1,100,000	4.8%
Thompson	525,000	10.5
Wells	615,000	2.5
Smith	550,000	4.8
Bialosky	555,000	2.8

<sup>1</sup> Base salary increases were effective May 1, 2014.

Ms. Thompson's base salary increased by 10.5% to bring her somewhat closer to median market rates and to provide for greater internal pay equity with other senior executive officers following her promotion to Executive Vice President and Chief Financial Officer in December 2013. Salaries of the named executive officers in 2014 were an average of 9% lower than the median indicated by the salary guidelines described above, consistent with the USW Agreement.

**2014 ANNUAL CASH INCENTIVE PAYOUTS**

For 2014, the performance objectives under our annual incentive plans were as follows:

**Corporate Officers**



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Annual Compensation

**Officers of Our Four Operating Units**

We believe these weightings hold our operating unit executives most accountable for financial results in the areas where they have the most control and influence, but also motivate them to work cooperatively with other operating units to maximize results for the entire Company.

The Compensation Committee used Corporate EBIT and Operating Unit EBIT to measure our results of operations and free cash flow from operations to measure our ability to generate cash, which enables us to provide funding for dividends and share repurchases, debt repayments, pension funding and restructuring actions. The Compensation Committee also emphasized the balance between profitability and cash generation by equally weighting EBIT and free cash flow from operations.

EBIT, as defined in our annual incentive plans, means the Company's net sales, less cost of goods sold and selling, administrative and general expenses, excluding the effects of restructuring charges, accelerated depreciation, certain pension curtailment and settlement charges, discontinued operations, extraordinary items, other unusual or non-recurring items, and the cumulative effect of tax or accounting changes. Free cash flow from operations, as defined in our annual incentive plans, means cash flow from operating activities before pension contributions and direct payments and rationalization payments, less capital expenditures.

In 2014, the Compensation Committee established the following operating drivers that were consistent with our annual operating plan and are tied to the achievement of important strategic objectives that drive the success of our business:

<b>Strategic Objective</b>	<b>Operating Driver</b>
<b>Market-Back Innovation Excellence</b>	New Product Vitality – Meet goals for the proportion of branded replacement tire sales volume from products launched in the last four years.
<b>Sales &amp; Marketing Excellence</b>	Total Delivered Cost Productivity – Achieve \$200 million in cost reductions from improvements in labor, overhead and utilities cost, raw material cost, and transportation and warehousing cost productivity.
<b>Operational Excellence</b>	
<b>Enabling Investments</b>	Working Capital Excellence – Achieve an average ratio of working capital to net sales of 13.0%.



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Annual Compensation

Overall Company performance is relevant for determining the annual incentive payments for all named executive officers. Additionally, EMEA's performance is relevant for determining the annual incentive payment for Mr. Wells. In February 2015, the Compensation Committee reviewed actual results for 2014 with respect to achievement of the company-wide and operating unit performance objectives. The table below shows the performance objectives, actual results for 2014 and corresponding payout percentages under our annual incentive plans.

	Payout Under Annual Incentive Plans			Actual Results	Payout Percentage
	50%	100%	200%		
Overall Company Performance (2014):					
Corporate EBIT	\$ 1,280 million	\$ 1,600 million	\$ 1,840 million	\$ 1,554 million	93%
Free cash flow from operations	\$ 600 million	\$ 800 million	\$ 1,100 million	\$ 981 million	160%

EMEA's Operating Unit EBIT payout percentage was 118% of target and its free cash flow from operations payout percentage was 177% of target.

The Committee also assessed whether our performance against the operating drivers was below, at or above target. The Committee determined that we exceeded two of the three operating drivers. In reaching that conclusion, the Committee considered, among other things, the following achievements by the Company and the contributions of each operating unit to those achievements:

Exceeding our goal for the proportion of branded replacement tire sales volume coming from products launched in the last four years by 6%.

Achieving \$201 million of total delivered cost productivity savings versus a goal of \$200 million. We achieved an average ratio of working capital to net sales of 13.5%, which fell short of our goal of 13.0% by a small amount, while still reducing year-end working capital levels.

Since the overall company and EMEA operating unit performance targets were substantially met or exceeded, the Committee determined that the operating driver performance should mirror the calculated performance using the financial performance measures. In reaching these decisions, the Committee considered whether the performance under the financial performance measures and the operating drivers were appropriately aligned, and concluded that they were.

The Compensation Committee reviewed its assessment of the CEO's performance and the CEO's assessment of each of the other named executive officer's performance during 2014, and their respective contributions to our results. In particular, the Compensation Committee considered the CEO's contributions to the achievement of:



Record segment operating income.

Continued strong cash flow performance.

Continued progress on operational excellence initiatives, including \$201 million of total delivered cost productivity savings.

Continued strong momentum in innovation.

Updating our capital allocation plan, including significant increases in our shareholder return program.

Fully funding our hourly U.S. pension plans.

Continued strengthening of our leadership team and pipeline.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Annual Compensation

The CEO and the Compensation Committee also considered the contributions of the other named executive officers in furthering the Company's strategic initiatives described in the preceding bullet points.

The Compensation Committee then established an aggregate incentive pool for all officers, and determined the payout for each officer. In this process, the officer's target incentive amount is first multiplied by the same percentage used to determine the applicable portion of the aggregate incentive pool. (For example, if the portion of the aggregate incentive pool applicable to such officer, e.g., overall company, is funded at 150% of the aggregate target incentive amount, the officer's individual payout initially would be set at 150% of his individual incentive target.) Then, the CEO assesses the officer's individual performance and contributions towards Company goals and makes his recommendations with respect to individual payout amounts to the Compensation Committee, which considers the CEO's recommendations and determines the final payouts. The Compensation Committee undertakes the same process for the CEO and makes the determination as to the final payout amount for the CEO. Officers can earn between 0% and 200% of their target incentive, but the total payout for all officers may not exceed the aggregate incentive pool.

The Compensation Committee, consistent with the CEO's recommendation, decided to reduce the annual incentive payout percentage for each named executive officer by 5% since tire unit volume growth was less than contemplated by our annual operating plan and our initial publicly disclosed guidance.

The Compensation Committee approved the following awards for our named executive officers under our annual incentive plans:

Name	Target Award (\$)	Actual Award (\$)	Actual Award as a % of Target Award
Kramer	\$ 1,650,000	\$ 2,013,000	122%
Thompson	498,750	608,475	122%
Wells	584,250	782,895	134%
Smith	495,000	603,900	122%
Bialosky	444,000	541,680	122%

**Long-Term Compensation****2014 GRANTS OF PERFORMANCE-BASED INCENTIVES**

The Compensation Committee granted long-term performance-based incentives in February 2014 that have the following characteristics:

The awards will be payable 23% in shares of Common Stock and 77% in cash.

The payout is based on results over a three-year performance cycle, with performance targets for each year of the three-year period established on the grant date in order to provide greater accountability for long-term results, weighted one-third for each year in the three-year performance cycle.

The payout can range from 0% to 200% for the 2014-2016 performance cycle based on actual results (and assuming the recipient remains continuously employed by us through the entire three-year period).

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**COMPENSATION DISCUSSION AND ANALYSIS**  
**Long-Term Compensation**

The payout can increase or decrease up to 20% (up to a maximum payout of 200%) based on our total shareholder return versus the S&P 500 over the three-year period ending December 31, 2016.

The performance criteria for the 2014, 2015 and 2016 performance periods for the 2014-2016 performance cycle are, consistent with our strategic plan, based 50% on net income and 50% on cash flow return on capital, providing a balanced emphasis on profitability and capital efficiency. Results will be based on our consolidated performance, with no award tied to business unit performance. In this manner, the plan balances performance measures used under our annual incentive plans and reinforces the need for teamwork among executives. Net income is used as a measure to focus on improvement in profitability. Cash flow return on capital is an efficiency metric that measures how much return is generated in proportion to the investment in the business in terms of plant, property and equipment and working capital.

Net income, as defined in our long-term incentive plans, means the Company's net income, excluding charges for restructurings, accelerated depreciation, and the cumulative effect of accounting changes. Our net income targets and results also exclude (1) the net foreign currency losses resulting from Venezuelan currency changes and (2) the impact of the release of the U.S. tax valuation allowance. Our 2014 net income for purposes of our long-term incentive plans was calculated as follows:

Goodyear net income (as reported)	\$ 2,452
Restructuring charges	70
Net foreign currency losses due to Venezuelan currency changes	209
Release of U.S. tax valuation allowance	(2,048)
Net income (for compensation plans)	\$ 683

Cash flow return on capital, as defined in our long-term incentive plans, means free cash flow from operations (as defined for purposes of our annual incentive plan) divided by the sum of average net fixed assets and average working capital.

The TSR modifier measures the relative performance of our Common Stock versus the S&P 500 over the three-year performance cycle of our long-term incentive awards, and is calculated based on the trailing two-month average closing price for our Common Stock and the S&P 500 (as in existence at the end of the period), assuming the reinvestment of dividends. The TSR modifier will cause the payout of our long-term incentive awards to increase or decrease up to 20% (up to a maximum payout of 200%) as follows:

Goodyear Common Stock vs. S&P 500 <sup>1</sup>	TSR Modifier
<sup>3</sup> 75 <sup>th</sup> Percentile	1.2 times
= 50 <sup>th</sup> Percentile	1.0 times
£ 25 <sup>th</sup> Percentile	0.8 times

1 Results between these performance levels will be interpolated.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Long-Term Compensation

The table below shows the aggregate value of the long-term performance-based incentives granted to each of our named executive officers for the 2014-2016 performance cycle at the target award opportunity, as well as the amount payable in shares of Common Stock and cash.

Name	Aggregate Target Award (\$) <sup>1</sup>	Portion Payable in Shares		Portion Payable in Cash (\$)
		(# of Shares)		
Kramer	\$ 6,287,796	49,924		\$ 4,840,000
Thompson	714,517	5,673		550,000
Wells	1,429,034	11,346		1,100,000
Smith	1,141,785	9,065		878,900
Bialosky	1,057,484	8,396		814,000

1 Reflects the target amount of the award opportunity for the cash portion of the award plus the grant date fair value for the equity portion.

**PERFORMANCE FOR THE 2014 PERFORMANCE PERIOD**

The table below shows the performance goals, actual results and payout percentages for the 2014 performance period applicable to the 2012-2014, 2013-2015 and 2014-2016 performance cycles.

**2014 PERFORMANCE PERIOD**

Performance Cycle	Threshold	Target	Maximum	Net Income	
				Actual	Payout
				Results	Percentage
2012-2014 <sup>1</sup>	\$ 230 million	\$ 610 million	\$ 745 million	\$ 683 million	154%
2013-2015 <sup>2</sup>	240 million	550 million	705 million		186%
2014-2016 <sup>3</sup>	485 million	750 million	940 million		87%

Performance Cycle	Threshold	Target	Maximum	Total Cash Flow, Net of Debt	
				Actual	Payout
				Results	Percentage
2012-2014 <sup>1</sup>	\$ 570 million	\$ 700 million	\$ 970 million	\$ 978 million	200%
2013-2015 <sup>2</sup>	300 million	500 million	700 million		200%

Performance Cycle	Threshold	Target	Maximum	Cash Flow Return on Capital	
				Actual	Payout
				Results	Percentage
2014-2016 <sup>3</sup>	6.1%	8.1%	11.1%	10.0%	163%

- 1 For the 2012-2014 awards, each year was weighted 50%, 30%, 20% (2014 = 20%), goals were set on the grant date in February 2012 and the maximum payout was 200% of the target award opportunity.
- 2 For the 2013-2015 awards, each year was weighted 50%, 30%, 20% (2014 = 30%), goals were set on the grant date in February 2013 and the maximum payout was 200% of the target award opportunity.
- 3 For the 2014-2016 awards, each year was weighted evenly (33%), goals were set on the grant date in February 2014 and the maximum payout was 200% of the target award opportunity.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
**Long-Term Compensation**

Total cash flow, net of debt, as defined in our long-term incentive plans, means cash flow from operating and investing activities, each excluding foreign currency exchange, less the change in restricted cash, dividends paid to minority interests in subsidiaries, cash payments related to restructuring actions and pension funding, and the cumulative effect of accounting changes. Our total cash flow, net of debt targets and results also exclude the impact of devaluations of the Venezuelan currency.

In 2014, we faced a number of challenges and successfully addressed those challenges, as discussed above under Executive Summary. As a result, we exceeded our cash flow return on capital target for the 2014 performance period due to our superior free cash flow performance relative to our investments in the business, and fell short of our net income target for the 2014 performance period primarily due to lower volume globally, economic and political volatility in Latin America, slowing growth in Asia, and a stronger U.S. dollar globally.

Based on the results during the 2014 performance period, the Compensation Committee approved earnings on the long-term incentive awards for such period in an amount equal to 177% of the target amount for 2012-2014 awards, 193% for 2013-2015 awards and 125% for 2014-2016 awards. The payout of these amounts is contingent upon the named executive officer's continued service during the related three-year performance cycle, except in the case of certain events, such as retirement, death, disability or severance following a change-in-control, and is subject to a three-year relative total shareholder return modifier.

The table below shows amounts earned by each of the named executive officers in respect of their long-term incentive grants for the 2014 performance period with respect to their 2012-2014 awards, which represents 20% of the three-year target award opportunity:

Name	Aggregate Target Award (\$)	Portion of Actual Award Payable in Cash (\$)¹	Portion of
			Actual Award Payable in Shares (# of Shares)¹
Kramer	\$ 1,057,290	\$ 1,593,000	20,516
Thompson	56,386	84,960	1,094
Wells	248,819	374,886	4,829
Smith	216,689	328,512	4,055
Bialosky	203,498	308,334	3,821

¹ Payable subject to a three-year relative total shareholder return modifier. See Impact of TSR Modifier and Payout of 2012-2014 Long-Term Incentive Awards below.



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**COMPENSATION DISCUSSION AND ANALYSIS**  
**Long-Term Compensation**

The table below shows amounts earned by each of the named executive officers in respect of their long-term incentive grants for the 2014 performance period with respect to their 2013-2015 awards, which represents 30% of the three-year target award opportunity:

Name	Aggregate Target Award (\$)	Portion of	Portion of
		Actual Award Payable in Cash (\$) <sup>1</sup>	Actual Award Payable in Shares (# of Shares) <sup>1</sup>
Kramer	\$ 1,861,627	\$ 3,057,120	39,254
Thompson	204,147	347,400	3,414
Wells	421,684	694,800	8,721
Smith	338,009	555,068	7,127
Bialosky	313,097	514,152	6,602

1 Payable contingent on continued service through December 31, 2015 and subject to a three-year relative total shareholder return modifier.

The table below shows amounts earned by each of the named executive officers in respect of their long-term incentive grants for the 2014 performance period with respect to their 2014-2016 awards, which represents one-third of the three-year target award opportunity:

Name	Aggregate Target Award (\$)	Portion of	Portion of
		Actual Award Payable in Cash (\$) <sup>1</sup>	Actual Award Payable in Shares (# of Shares) <sup>1</sup>
Kramer	\$ 2,096,018	\$ 2,016,750	20,802
Thompson	238,239	229,250	2,363
Wells	476,378	458,375	4,727
Smith	380,638	366,250	3,777
Bialosky	352,571	339,250	3,498

1 Payable contingent on continued service through December 31, 2016 and subject to a three-year relative total shareholder return modifier.

**IMPACT OF TSR MODIFIER AND PAYOUT OF 2012 2014 LONG-TERM INCENTIVE AWARDS**

Our stock out-performed 62% of the companies in the S&P 500 during the three-year period ending December 31, 2014, resulting in a TSR modifier of 1.1 times. See page 41 for more information on the calculation of the TSR modifier.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Long-Term Compensation

The Compensation Committee approved the payout of shares of Common Stock and cash to the named executive officers with respect to the 2012-2014 performance cycle as follows.

Name	2012	2013	2014	Impact of TSR Modifier	Cash Payout
	Performance Period <sup>1</sup>	Performance Period <sup>2</sup>	Performance Period		Total Payout of 2012-2014 Awards
Kramer	\$ 3,735,000	\$ 2,700,000	\$ 1,593,000	\$ 792,000	\$ 8,820,000
Thompson	199,200	144,000	84,960	42,240	470,400
Wells	879,302	635,600	374,886	186,440	2,076,228
Smith	770,406	556,800	328,512	163,358	1,819,076
Bialosky	723,262	522,800	308,334	153,352	1,707,748

Name	2012	2013	2014	Impact of TSR Modifier	Shares Payout
	Performance Period <sup>1</sup> (# of Shares)	Performance Period <sup>2</sup> (# of Shares)	Performance Period (# of Shares)		Total Payout of 2012-2014 Awards (# of Shares)
Kramer	48,106	34,776	20,516	10,201	113,599
Thompson	2,566	1,854	1,094	544	6,058
Wells	11,324	8,186	4,829	2,401	26,740
Smith	9,506	6,872	4,055	2,017	22,450
Bialosky	8,959	6,476	3,821	1,900	21,156

1 Previously reported in 2012 Summary Compensation Table and Proxy Statement dated March 18, 2013.

2 Previously reported in 2013 Summary Compensation Table and Proxy Statement dated March 14, 2014.

**2014 STOCK OPTION GRANTS**

Stock options granted in 2014 have the following terms:

options vest in equal, annual installments over a four-year period;

options have a ten-year term; and

the exercise price is equal to the closing market price of our Common Stock on the date of grant. All options granted to named executive officers during 2014 were non-qualified stock options. The portion of long-term compensation provided in the form of stock option grants each year is determined based on the number of available options under our equity compensation plans, as well as market data on long term-compensation. We use a Black-Scholes valuation model to determine the number of stock options needed to provide the desired value consistent with overall median market compensation.

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**COMPENSATION DISCUSSION AND ANALYSIS**  
Long-Term Compensation

The table below shows the aggregate grant date fair value and the number of stock options granted to each of our named executive officers in 2014.

Name	Aggregate Grant Date Fair Value (\$)	Number of Stock Options (#)
Kramer	\$ 2,639,994	221,105
Thompson	299,993	25,125
Wells	599,997	50,251
Smith	479,391	40,150
Bialosky	443,989	37,185

## Retirement and Other Benefits

**RETIREMENT BENEFITS**

We provide our named executive officers with retirement benefits under both tax-qualified and non-qualified retirement plans. Tax-qualified plan benefits are pursuant to a defined benefit pension plan, the Goodyear Salaried Pension Plan (the Salaried Plan), which was frozen effective December 31, 2008, and a defined contribution plan, the Goodyear Employee Savings Plan for Salaried Employees (the Savings Plan). Non-qualified plan benefits are pursuant to an unfunded defined benefit plan, the Goodyear Supplementary Pension Plan (the Supplementary Plan). We also maintain a non-qualified unfunded defined benefit Excess Benefit Plan, which was also frozen effective December 31, 2008, that pays an additional pension benefit over that paid from the Salaried Plan if a participant does not meet the eligibility requirements of the Supplementary Plan. For all employees who do not meet the eligibility requirements of the Supplementary Plan, there is also a corresponding non-qualified defined contribution Excess Benefit Plan that mirrors the retirement contributions feature of the Savings Plan.

None of the named executive officers, other than Ms. Thompson, are currently eligible to receive a benefit under the Supplementary Plan because they have not met the age and service requirements of the Supplementary Plan. Messrs. Kramer and Wells and Ms. Thompson will receive benefits from the frozen Salaried Plan, and Messrs. Kramer and Wells will receive benefits from the frozen defined benefit Excess Benefit Plan upon termination prior to retirement eligibility. Messrs. Smith and Bialosky are not eligible to participate in the Salaried Plan or the defined benefit Excess Benefit Plan. Participants in the Savings Plan, including all of the named executive officers, are currently eligible to receive Company matching contributions and retirement contributions.

The Supplementary Plan provides additional pension benefits to officers and certain other key individuals identified by the Compensation Committee. All of the named executive officers participate in the Supplementary Plan. The Committee believes supplemental executive retirement plans such as the Supplementary Plan are an important part of executive compensation and are utilized by many large companies that compete with the Company for executive talent. Retirement benefits, including those provided through a supplemental executive retirement plan, are essential to attracting, motivating and retaining talented



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Retirement and Other Benefits

executives with a history of leadership and to providing retirement replacement income. Retirement benefits are an important factor in an executive's decision to accept or reject a new position. The Compensation Committee has adopted a policy prohibiting the grant of additional service credit in the Supplementary Plan for newly hired officers and other key employees.

For more information regarding the terms of these plans and the named executive officers' accrued benefits under these plans, see **Defined Contribution Plan Benefits** at page 58 and **Pension Benefits** at page 58.

**SEVERANCE AND CHANGE-IN-CONTROL BENEFITS**

Our Executive Severance and Change in Control Plan (the **Executive Severance Plan**) provides for the payment of severance benefits to our officers, including all of the named executive officers, if their employment is terminated under certain circumstances during certain periods before or within two years following a change-in-control of the Company. The Executive Severance Plan does not provide for any excise tax gross-ups or walk-away rights.

The Executive Severance Plan is designed to attract, retain and motivate officers, provide for stability and continuity in the event of an actual or threatened change-in-control, and ensure that our officers are able to devote their full time and attention to the Company's operations in the event of an actual or threatened change-in-control.

The Executive Severance Plan and the related change-in-control triggers (commonly referred to as **double triggers**) generally provide for the payment of severance benefits if employment is terminated under certain circumstances during certain periods before or within two years following a change-in-control of the Company. The change-in-control triggers in our equity compensation plans are substantially similar to those in the Executive Severance Plan. We selected the specific change-in-control triggers used in the Executive Severance Plan and our equity compensation plans, such as the acquisition of 20% or more of Goodyear's Common Stock, a significant change in the composition of the Board of Directors or the acquisition of actual control of Goodyear, based upon our review of market practices, including provisions included in similar agreements of other public companies. Based upon that review, we determined that the terms and conditions of the Executive Severance Plan, including the specific change-in-control triggers were consistent with market practices.

The Executive Severance Plan also provides severance benefits to our officers, including each of the named executive officers, if their employment is terminated by us other than for Cause (as defined in the Executive Severance Plan), death or disability, and other than in connection with a change-in-control.

To be eligible to receive benefits under the Executive Severance Plan, an officer must execute a release and agree, among other things, to certain confidentiality, non-disparagement, non-solicitation and non-competition covenants.

The Compensation Committee believes that our severance benefits are in the best interests of the Company and our shareholders, are a necessary component of a competitive compensation program, and are in line with severance benefits in place at other companies.

For additional information regarding the terms of the Executive Severance Plan and benefits payable under that plan, see **Potential Payments Upon Termination or Change-in-Control** at page 63.





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**COMPENSATION DISCUSSION AND ANALYSIS**  
Retirement and Other Benefits

**PERQUISITES**

We provide certain executive officers, including our named executive officers, with limited personal benefits and perquisites, as described below and in footnote 5 to the Summary Compensation Table at page 53. The Compensation Committee has reviewed and approved the perquisites described below. The Compensation Committee recognizes that these perquisites are an important factor in protecting our executive officers and in enabling them to focus on our business with minimal disruption. We do not provide any tax reimbursements to our executive officers for any of the perquisites we provide them.

**Home Security Systems.** We pay for the cost of home security systems for a limited number of executive officers in order to enhance their safety and protect our investment in them. We cover the cost of installation, monitoring and maintenance for these systems.

**Use of Company Aircraft.** In limited circumstances, executive officers are permitted to use our company aircraft for personal travel.

**Tire Program.** We offer our executive officers and Board members the opportunity to receive up to two sets of tires per year at our expense, including the cost of tires, mounting, balancing and disposal fees.

**Financial Planning and Tax Preparation Services.** We offer financial assistance to our executive officers to help them cover the cost of financial planning and tax preparation services. In providing this benefit, we seek to alleviate our executives' concern regarding personal financial planning so that they may devote their full attention to our business. The maximum annual cost to the Company under this program is \$9,000 per officer.

**Club Memberships.** We pay the annual dues for a corporate club membership that is available to Mr. Kramer. None of the other named executive officers utilize this corporate club membership. The membership is intended to be used primarily for business purposes, although members may use the club for personal purposes so long as they pay all incremental costs, other than the annual dues, related to that personal use.

**Annual Physical Exams.** We strongly encourage our executive officers to have an annual comprehensive physical examination which we pay for in order to enhance their physical well-being and protect our investment in them.

**EXECUTIVE DEFERRED COMPENSATION PLAN**

The Goodyear Executive Deferred Compensation Plan (the "Deferred Compensation Plan") is a non-qualified deferred compensation plan that provides named executive officers and other highly compensated employees the opportunity to defer various forms of compensation. For participants, this offers an additional means to save for retirement on a tax-deferred basis. There is no guaranteed return associated with any deferred amounts. During 2014, no named executive officers made deferrals under the Deferred Compensation Plan.

For additional information regarding the terms of the Deferred Compensation Plan and participant balances, see "Nonqualified Deferred Compensation" at page 62.



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**COMPENSATION DISCUSSION AND ANALYSIS**  
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**OTHER BENEFITS**

**Payments to Expatriate Employees.** Where warranted, we provide tax equalization payments, housing allowances, and other similar benefits to employees, including Mr. Wells, living outside of their home country to compensate them for the additional costs of those assignments.

**Compensation Policies and Practices**

**STOCKHOLDING GUIDELINES**

To better link the interests of management and our stockholders, the Compensation Committee has established stockholding guidelines for our officers. These guidelines specify a number of shares that our officers are expected to accumulate and hold based on a multiple of annual base salary of five times for the CEO, three times for Executive Vice Presidents, Presidents of our operating units and Senior Vice Presidents, and two times for elected Vice Presidents. Therefore, the stockholding requirement for Mr. Kramer is five times his annual base salary and for Ms. Thompson and Messrs. Wells, Smith and Bialosky is three times their annual base salary. All shares of Common Stock owned outright by officers (or their spouses) and held by them in the Goodyear stock fund of the Savings Plan, and 60% of the shares of restricted stock, restricted stock units and earned (but unvested) performance shares awarded to officers and share equivalent units held in our deferred compensation plan, are counted as ownership in assessing compliance with the guidelines. Unexercised stock options and unearned performance shares are not counted toward compliance with the guidelines. The stock price used in assessing compliance with the guidelines as of May 1st of each year will be the average closing stock price for the prior 60-day period.

The stockholding guidelines also include stock retention provisions. If an officer has met their stockholding requirement, they are required to retain 25% of the net shares received from any exercised options or any vested shares of Common Stock for at least one year from the date of exercise or vesting and may only sell or otherwise dispose of shares to the extent they will still meet their stockholding requirement following that sale or disposition. If an officer has not met their stockholding requirement, they are required to retain all of the net shares received from any exercised options or any vested shares of Common Stock, and may not sell or otherwise dispose of shares until they have met their stockholding requirement, unless they demonstrate a need to sell shares due to a financial hardship. Net shares are the shares remaining after payment of the exercise price and/or withholding taxes.

Mr. Kramer has held all of the net shares he has received as compensation during his tenure at Goodyear and now holds shares of Common Stock worth over 10 times his annual base salary, well in excess of his minimum stockholding requirement. Messrs. Wells, Smith and Bialosky have also met their stockholding requirement, and Ms. Thompson is making progress towards satisfying her stockholding requirement.

**PROHIBITION ON HEDGING AND PLEDGING**

We have adopted, as part of our insider trading policy, prohibitions on the short sale of our Common Stock and other securities and the issuance, purchase or sale of, or trading or dealing in, puts, calls or other options or rights relating to our Common



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**COMPENSATION DISCUSSION AND ANALYSIS**  
Compensation Policies and Practices

Stock and other securities. These provisions prohibit our directors, officers and employees from hedging the risk of their ownership of our Common Stock. We also prohibit our directors, officers and employees from holding our Common Stock and other securities in a margin account or otherwise pledging them as collateral for a loan.

**RECOVERY OF COMPENSATION (CLAWBACK POLICY)**

If the Compensation Committee determines that an officer has engaged in conduct detrimental to the Company, the Compensation Committee may take a range of actions to remedy this conduct, prevent its recurrence and impose appropriate discipline. Discipline would vary depending on the facts and circumstances, and may include (1) termination of employment, (2) cancelling or reducing any outstanding compensatory grants or awards, (3) initiating an action for breach of fiduciary duty or fraud which could include recovery of any unjustly obtained incentive compensation, and (4) requiring reimbursement of compensation or other payments in accordance with provisions of the Sarbanes-Oxley Act of 2002, our claw-back policy described below or the terms of the relevant compensation plan. These remedies would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.

Beginning with awards made in 2012, the Compensation Committee adopted a claw-back policy that effectively contractually extends the claw-back provisions of the Sarbanes-Oxley Act of 2002 that apply to our Chief Executive Officer and Chief Financial Officer to the Presidents of each of our strategic business units and all of our Senior Vice Presidents. If we are required to prepare an accounting restatement due to our material noncompliance with any financial reporting requirement as a result of misconduct, the claw-back policy would permit the Compensation Committee to require reimbursement of (1) any incentive compensation received from us during the one-year period following the publication of misstated financial statements and (2) any profits realized from the sale of our securities during that one-year period. We will make any necessary revisions to our claw-back policy once implementing rules pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 are adopted by the Securities and Exchange Commission and The NASDAQ Stock Market.

In addition, under our Executive Performance Plan and equity compensation plans, the Compensation Committee may require a plan participant who engages in competition with us within 18 months after their termination of employment to return or forfeit the realized value of all awards under those plans during such period of time that the Compensation Committee determines. Our Executive Severance Plan also provides for the recovery or forfeiture of severance payments if a person receiving payments pursuant to the plan violates certain confidentiality, non-disparagement, non-solicitation and non-competition covenants.

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**COMPENSATION COMMITTEE REPORT**

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in Goodyear's Annual Report on Form 10-K for the year ended December 31, 2014.

**THE COMPENSATION COMMITTEE**

Stephanie A. Streeter, Chairman

William J. Conaty

W. Alan McCollough

John E. McGlade

**Table of Contents****NAMED EXECUTIVE OFFICER COMPENSATION TABLES****Summary Compensation Table**

The table below sets forth information regarding the compensation of the CEO, the Chief Financial Officer of Goodyear (the CFO), and the persons who were, at December 31, 2014, the other three most highly compensated executive officers of Goodyear (collectively, the named executive officers) for services in all capacities to Goodyear and its subsidiaries during 2012, 2013 and 2014.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>1</sup>	Option Awards (\$) <sup>2</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>3</sup>	Change in Pension Value and Nonqualified Deferred Compensation (\$) <sup>4</sup>	All Other Compensation (\$) <sup>5</sup>	Total (\$)
Richard J. Kramer Chairman of the Board, Chief Executive Officer and President	2014	\$ 1,083,333	\$ 0	\$ 1,447,796	\$ 2,639,994	\$ 9,471,870	\$ 3,121,153	\$ 88,951	\$ 17,853,097
	2013	1,050,000	0	925,415	2,640,000	13,965,003	538,440	71,642	19,190,500
	2012	1,033,333	0	786,504	2,249,999	9,304,867	3,673,172	57,849	17,105,724
Laura K. Thompson Executive Vice President and Chief Financial Officer	2014	508,333	0	164,517	299,993	1,312,325	793,689	35,824	3,114,681
	2013	321,667	0	1,007,100	318,918	1,510,735	26,908	43,692	3,229,020
Darren R. Wells President, Europe, Middle East and Africa	2014	610,000	0	329,034	599,997	2,497,396	714,245	32,929	4,783,601
	2013	567,917	0	209,772	599,992	3,893,987	36,634	36,507	5,344,809
	2012	555,000	0	185,136	529,646	2,674,733	846,993	33,325	4,824,833
Gregory L. Smith Senior Vice President, Global Operations	2014	541,667	0	262,885	479,391	2,017,088	311,328	33,291	3,645,650
	2013	525,000	0	733,545	479,397	3,136,143	190,138	26,635	5,090,858
	2012	525,000	0	155,431	444,671	1,866,980	165,295	34,848	3,192,225
David L. Bialosky	2014	550,000	0	243,484	443,989	1,856,768	420,789	25,731	3,540,761

Senior Vice President, General Counsel and Secretary	2013	540,000	0	155,637	443,995	2,910,435	187,694	27,091	4,264,852
	2012	533,333	0	146,475	419,025	2,141,601	398,517	26,260	3,665,211

- 1 Represents the aggregate grant date fair value as of the respective grant date for each award. The maximum amount to be awarded with respect to each of the named executive officers is shown in the Grants of Plan-Based Awards Table in the column Estimated Future Payouts Under Equity Incentive Plan Awards Maximum. The assumptions made in valuing stock awards reported in this column are discussed in Note to the Consolidated Financial Statements No. 1, Accounting Policies under Stock-Based Compensation and Note to the Consolidated Financial Statements No. 17, Stock Compensation Plans included in Goodyear's Annual Report for the year ended December 31, 2014. For additional information regarding such grants, see Compensation Discussion and Analysis Long-Term Compensation 2014 Grants of Performance-Based Incentives. See also Grants of Plan-Based Awards below.
- 2 Represents the aggregate grant date fair value as of the respective grant date for each award. The assumptions made in valuing option awards reported in this column are discussed in Note to the Consolidated Financial Statements No. 1, Accounting Policies under Stock-Based Compensation and Note to the Consolidated Financial Statements No. 17, Stock Compensation Plans included in Goodyear's Annual Report for the year ended December 31, 2014. For additional information regarding such grants, see Compensation Discussion and Analysis Long-Term Compensation 2014 Stock Option Grants. See also Grants of Plan-Based Awards below.



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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Summary Compensation Table

3 Represents amounts awarded under our annual and long-term incentive compensation plans. For additional information regarding annual cash incentive awards in 2014, see Compensation Discussion and Analysis Annual Compensation 2014 Annual Cash Incentive Payouts.

Amounts awarded under our long-term incentive compensation plans are, for 2014, in respect of the one-year performance period ended December 31, 2014 for the 2012-2014 awards, the 2013-2015 awards and the 2014-2016 awards. The 2013-2015 awards and the 2014-2016 awards remain subject to the named executive officer's continued service and a three-year relative total shareholder return modifier. For additional information regarding long-term incentive awards, see Compensation Discussion and Analysis Long-Term Compensation 2014 Grants of Performance-Based Incentives, Performance for the 2014 Performance Period, and Impact of TSR Modifier and Payout of 2012-2014 Long-Term Incentive Awards.

The following table provides further information on the amounts payable, or earned but not yet payable, for performance periods ending on December 31, 2014:

	2012-2014				
	2014	2012-2014 Long-	Modifier	2013-2015 Long-	2014-2016 Long-
	Annual Incentive	Term Incentive	(Currently	Term Incentive	Term Incentive
	(Currently Payable)	(Currently Payable)	Payable)	(Not Yet Payable)	(Not Yet Payable)
Mr. Kramer	\$ 2,013,000	\$ 1,593,000	\$ 792,000	\$ 3,057,120	\$ 2,016,750
Ms. Thomspson	608,475	84,960	42,240	347,400	229,250
Mr. Wells	782,895	374,886	186,440	694,800	458,375
Mr. Smith	603,900	328,512	163,358	555,068	366,250
Mr. Bialosky	541,680	308,334	153,352	514,152	339,250

4 Represents total change in pension value for each named executive officer, which reflects both the accrual of additional benefits and changes in the assumptions used to value the benefits. The discount rate used to calculate the pension value decreased from 4.50% at December 31, 2013 to 4.00% at December 31, 2014. Also, the interest rate used to determine the lump sum value of the Supplementary Plan benefit increased from 1.75% to 2.00%. These changes in assumptions accounted for a portion of the total increase in pension value for each of the named executive officers. The table below allocates the total change in pension value between the actual increase in accrued benefits, including the growth in pension value due to the passage of time, and assumption changes.

## Increase in Pension

	Value due to Benefit Accrual	Increase in Pension Value due to Assumption Changes	Total Increase in Pension Value
Mr. Kramer	\$ 2,742,548	\$ 378,605	\$ 3,121,153
Ms. Thompson	688,182	105,507	793,689
Mr. Wells	593,414	120,831	714,245
Mr. Smith	291,635	19,693	311,328
Mr. Bialosky	420,394	395	420,789

No nonqualified deferred compensation earnings are required to be reported because the Deferred Compensation Plan does not provide for above-market or preferential earnings as defined in applicable Securities and Exchange Commission rules and regulations.

5 Includes amounts for home security system monitoring expenses, personal financial planning services, the cost of annual physical exams, and provision of up to two sets of automobile tires per year. Mr. Kramer's total also includes amounts for the personal use of company aircraft and the annual dues for a club membership. The value of the total perquisites in 2014 was \$40,285 for Mr. Kramer, \$12,424 for Ms. Thompson, \$9,000 for Mr. Wells, \$15,083 for Mr. Smith, and \$12,731 for Mr. Bialosky. Company contributions to qualified defined contribution plans in 2014 were \$25,898 for Mr. Kramer, \$23,400 for Ms. Thompson, \$23,400 for Mr. Wells, \$13,000 for Mr. Smith, and \$13,000 for Mr. Bialosky. The value of dividends on shares of restricted stock or dividend equivalents accrued on restricted stock units that were not included in prior years' grant date fair value for those awards was \$22,768 for Mr. Kramer, \$529 for Mr. Wells and \$5,208 for Mr. Smith. Ms. Thompson is eligible to receive retiree medical benefits at age 62; however, the present value of those accumulated retiree medical benefits declined by \$229, and is not reflected in All Other Compensation.

Table of Contents**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**

## Summary of Realized Pay Earned by

## Our Chief Executive Officer for 2012, 2013 and 2014

## Summary of Realized Pay Earned by Our Chief Executive Officer for 2012, 2013 and 2014

Our compensation programs for Mr. Kramer and our other officers are primarily based on performance. The information shown below is intended to supplement and not be a substitute for the information in the Summary Compensation Table. The Summary Compensation Table includes several items that are driven by accounting and actuarial assumptions, which are not necessarily reflective of compensation actually realized by Mr. Kramer in a particular year. For example, the information required to be in the Summary Compensation Table combines pay actually received (base salary and annual cash incentive payments) with the accounting value of equity compensation granted, which may never be realized, and earned but unvested long term cash awards, which continue to be subject to forfeiture, as well as a TSR modifier, until the vesting date. The Summary Compensation Table is also required to include other compensation (contributions to qualified defined contribution plans and perquisites) and the change in pension values (based on actuarial assumptions), much of which is not realized in the periods presented.

The following table reports base salary, annual incentive earned, long term incentive to be paid out for the three-year performance cycle ending in each respective year and pre-tax compensation earned upon the exercise of stock options and the vesting of stock awards regardless of when they were granted.

Name	Year	Salary (\$) <sup>1</sup>	Long Term		Stock Option Exercises (\$) <sup>4</sup>	Equity (PSU) Vesting (\$) <sup>5</sup>	Total Realized Pay (\$)
			Annual Incentive (\$) <sup>2</sup>	Incentive Payout (\$) <sup>3</sup>			
Kramer	2014	\$ 1,083,333	\$ 2,013,000	\$ 8,820,000	\$ 3,882,624	\$ 3,245,523	\$ 19,044,480
	2013	1,050,000	2,945,250	6,753,301	129,482	\$ 1,882,600	12,760,633
	2012	1,033,333	2,331,000	4,502,319	2,347	780,458	8,649,457

1 Mr. Kramer's salary was targeted below market median (approximately 80% of market median) for 2012, 2013 and 2014.

2 Mr. Kramer's individual targets were set at 150% of base salary for 2012, 2013 and 2014. The Committee assessed overall company performance at 148% of target in 2012, 187% of target in 2013 and 122% of target in 2014. Mr. Kramer's actual awards were consistent with these assessments.

3 Beginning in 2014, fifty-five percent of Mr. Kramer's long term incentive target will be paid in cash. This column shows the cash payout for each of the performance cycles completed in the respective year. The 2010-2012 awards were earned at 147% of target, the 2011-2013 awards were earned at 176% of target (including the impact of the TSR modifier) and the 2012-2014 awards were earned at 196% of target (including the impact of the TSR modifier).

- 4 Thirty percent of Mr. Kramer's long term incentive target is granted in the form of stock options. In 2014, Mr. Kramer exercised 74,455 stock options and realized \$3,882,624 as shown in the Option Exercises and Stock Vested Table on page 58. At December 31, 2014, Mr. Kramer's vested, exercisable, in-the-money stock options had a potential value of \$11,610,364, based on the difference between the closing market price of our Common Stock on December 31, 2014 (\$28.57) and the exercise price of such stock options.
  
- 5 Beginning in 2014, fifteen percent of Mr. Kramer's long term incentive target will be paid in shares of Common Stock. This column shows the value of the shares that vested for each of the performance cycles completed in the respective year. The 2010-2012 awards were earned at 150% of target, the 2011-2013 awards were earned at 180% of target (including the impact of the TSR modifier) and the 2012-2014 awards were earned at 196% of target (including the impact of the TSR modifier). The value of the shares earned in each year is based on the closing market price of our Common Stock on December 31 of that year.

**Table of Contents****NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Grants of Plan-Based Awards

## Grants of Plan-Based Awards

The following table summarizes grants of plan-based awards made to the named executive officers during 2014.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>1</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>2</sup>			All Other Option Awards: Number of Securities	Exercise or Base Price of	Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Kramer	2/24/2014	\$ 2,420,000	\$ 4,840,000	\$ 9,680,000						
Kramer	2/24/2014				24,962	49,924	99,848			\$ 1,447,796
Kramer	2/24/2014							221,105	26.44	2,639,994
Thompson	2/24/2014	275,000	550,000	1,100,000						
Thompson	2/24/2014				2,837	5,673	11,346			164,517
Thompson	2/24/2014							25,125	26.44	299,993
Wells	2/24/2014	550,000	1,100,000	2,200,000						
Wells	2/24/2014				5,673	11,346	22,692			329,034
Wells	2/24/2014							50,251	26.44	599,997
Smith	2/24/2014	439,450	878,900	1,757,800						
Smith	2/24/2014				4,533	9,065	18,130			262,885
Smith	2/24/2014							40,150	26.44	479,391
Bialosky	2/24/2014	407,000	814,000	1,628,000						
Bialosky	2/24/2014				4,198	8,396	16,792			243,484
Bialosky	2/24/2014							37,185	26.44	443,989

1 Grants of the cash portion of our long-term incentive awards were made under the 2013 Performance Plan. For additional information regarding such awards, see Compensation Discussion and Analysis Long-Term Compensation 2014 Grants of Performance-Based Incentives. Mr. Kramer, Ms. Thompson, Mr. Wells, Mr. Smith and Mr. Bialosky also received annual cash incentive awards under the Management Incentive Plan for the year ending December 31, 2014 that were earned and paid out in the amounts of \$2,013,000; \$608,475; \$782,895; \$603,900; and \$541,680, respectively. For additional information regarding the awards under the Management

Incentive Plan, see Compensation Discussion and Analysis Annual Compensation 2014 Annual Cash Incentive Payouts.

- 2 Grants of the equity portion of our long-term incentive awards were made under the 2013 Performance Plan. For additional information regarding such grants, see Compensation Discussion and Analysis Long-Term Compensation 2014 Grants of Performance-Based Incentives.
- 3 Grants of stock option were made under the 2013 Performance Plan. Each unexercised stock option terminates automatically if the optionee ceases to be an employee of Goodyear or one of its subsidiaries for any reason, except that (a) upon retirement or disability of the optionee more than six months after the grant date, the stock option will become immediately exercisable and remain exercisable until the earlier of five years or its expiration date, (b) in the event of the death of the optionee more than six months after the grant date, each stock option will become immediately exercisable and remain exercisable until the earlier of three years after the date of death of the optionee or its expiration date, and (c) in the event of the termination of the optionee's employment by the Company other than for cause, each vested stock option will remain exercisable for 90 days following the date of termination of their employment. For additional information regarding such grants, see Compensation Discussion and Analysis Long-Term Compensation 2014 Stock Option Grants.
- 4 Unless otherwise indicated, the exercise price of each stock option is equal to the closing market price of the Common Stock on the date granted.

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
**Outstanding Equity Awards at Fiscal Year-End**

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information about outstanding equity awards held by the named executive officers as of December 31, 2014.

Name	Option Awards				Stock Awards Equity Incentive Plan Awards:			
	Number of Securities Underlying Unexercised Options Exercisable (#) <sup>1</sup>	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$) <sup>2</sup>	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market or Unrealized Value of Shares or Units of Stock That Have Not Vested (\$) <sup>3</sup>	Number of Rights That Have Not Vested (#)	Payout Value of Shares, Units or Other Rights That Have Not Vested (\$) <sup>3</sup>
Kramer					231,344 <sup>10</sup>	\$ 6,609,498	46,841 <sup>15</sup>	\$ 1,338,247
	26,000		\$ 17.15	12/6/2015				
	55,000		24.71	2/27/2017				
	10,573*		25.33	12/6/2015				
	10,100*		27.93	12/6/2015				
	50,740		26.74	2/21/2018				
	22,794		18.12	8/4/2019				
	210,590		12.74	2/23/2020				
	198,624	66,209 <sup>4</sup>	13.91	2/22/2021				
	176,609	176,609 <sup>5</sup>	12.94	2/27/2022				
	110,552	331,659 <sup>6</sup>	12.98	2/28/2023				
		221,105 <sup>7</sup>	26.44	2/24/2024				
Thompson					52,009 <sup>11</sup>	\$ 1,485,897	4,961 <sup>15</sup>	\$ 141,736
	2,500		\$ 17.15	12/6/2015				
	3,000		24.71	2/27/2017				
	2,606		26.74	2/21/2018				
	31,535		4.81	2/26/2019				
	14,297		12.74	2/23/2020				
	12,535	4,179 <sup>4</sup>	13.91	2/22/2021				
	9,419	9,419 <sup>5</sup>	12.94	2/27/2022				
	5,653	16,960 <sup>6</sup>	12.98	2/28/2023				
	4,116	12,351 <sup>8</sup>	22.62	12/13/2023				
		25,125 <sup>7</sup>	26.44	2/24/2024				
Wells					35,261 <sup>12</sup>	\$ 1,007,407	10,576 <sup>15</sup>	\$ 302,156
	13,500		\$ 24.71	2/27/2017				

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	12,333		26.74	2/21/2018				
	20,125		4.81	2/26/2019				
	68,079		12.74	2/23/2020				
	52,803	17,602 <sup>4</sup>	13.91	2/22/2021				
	41,573	41,574 <sup>5</sup>	12.94	2/27/2022				
	23,806	71,420 <sup>6</sup>	12.98	2/28/2023				
	785	2,358 <sup>8</sup>	22.62	12/13/2023				
		50,251 <sup>7</sup>	26.44	2/24/2024				
Smith					48,425 <sup>13</sup>	\$ 1,383,502	8,505 <sup>15</sup>	\$ 242,988
	45,702	15,235 <sup>9</sup>	\$ 13.64	10/24/2021				
	34,903	34,904 <sup>5</sup>	12.94	2/27/2022				
	20,075	60,226 <sup>6</sup>	12.98	2/28/2023				
		40,150 <sup>7</sup>	26.44	2/24/2024				
Bialosky					21,502 <sup>14</sup>	\$ 614,312	7,877 <sup>15</sup>	\$ 225,046
	31,948		\$ 16.86	9/23/2019				
	42,329	14,110 <sup>4</sup>	13.91	2/22/2021				
	32,890	32,891 <sup>5</sup>	12.94	2/27/2022				
	18,592	55,779 <sup>6</sup>	12.98	2/28/2023				
		37,185 <sup>7</sup>	26.44	2/24/2024				



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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Outstanding Equity Awards at Fiscal Year-End

\* Represents the grant of a reinvestment option. Each stock option granted prior to 2008 included a right to the automatic grant of a new option, which we refer to as a reinvestment option, for the number of shares tendered upon the exercise of the original stock option and withheld to pay income taxes. The reinvestment option is granted on, and has an exercise price equal to the fair market value of the Common Stock (calculated as the average of the high and low stock price) on, the date of the exercise of the original stock option, and is subject to the same terms and conditions as the original stock option. Such reinvestment options vest one year from the date of grant and expire on the date the original option would have expired. No further reinvestment options will be granted upon the exercise of a reinvestment option.

1 Because the options in this column were fully vested as of December 31, 2014, the vesting schedules for these options are not reported.

2 The exercise price of each option granted under our equity compensation plans is equal to 100% of the per share fair market value of the Common Stock on the date granted (for plans adopted prior to April 8, 2008, calculated as the average of the high and low stock price for such date, and for plans adopted on and after April 8, 2008, calculated as the closing market price for such date). The option exercise price and/or withholding tax obligations may be paid by delivery of shares of Common Stock valued at the fair market value on the date of exercise.

3 Calculated by multiplying \$28.57, the closing market price of our Common Stock on December 31, 2014, by the number of shares of restricted stock, restricted stock units or performance share units that are not vested or are unearned at December 31, 2014.

4 Vests in full on February 22, 2015.

5 Vests as to one-half of the options on each of February 27, 2015 and February 27, 2016.

6 Vests as to one-third of the options on each of February 28, 2015, February 28, 2016 and February 28, 2017.

7 Vests as to one-fourth of the options on each of February 24, 2015, February 24, 2016, February 24, 2017 and February 24, 2018.

8 Vests as to one-third of the options on each of December 13, 2015, December 13, 2016 and December 13, 2017.

9 Vests in full on October 24, 2015.

10103,492 restricted shares (which Mr. Kramer will receive when the value of the shares is deductible by the Company for federal income tax purposes), 107,050 earned performance share units vest on December 31, 2015, and 20,802 earned performance share units vest on December 31, 2016 (each subject to a three-year relative total shareholder return modifier).

119,312 earned performance share units vest on December 31, 2015, 2,363 earned performance share units vest on December 31, 2016 (each subject to a three-year relative total shareholder return modifier), and 40,334 restricted stock units vest on December 13, 2016.

1223,785 earned performance share units vest on December 31, 2015, 4,727 earned performance share units vest on December 31, 2016 (each subject to a three-year relative total shareholder return modifier), and 6,749 restricted stock units vest on February 23, 2015.

1319,439 earned performance share units vest on December 31, 2015, 3,777 earned performance share units vest on December 31, 2016 (each subject to a three-year relative total shareholder return modifier), and 25,209 restricted stock units vest on December 13, 2016.

1418,004 earned performance share units vest on December 31, 2015 and 3,498 earned performance share units vest on December 31, 2016 (each subject to a three-year relative total shareholder return modifier).

15 Unearned performance share units that will vest on December 31, 2015 or December 31, 2016, subject to the achievement of performance goals in 2015 and 2016 and a three-year relative total shareholder return modifier. During the restriction period for shares of restricted stock, the recipient is not entitled to delivery of the shares, restrictions are placed on the transferability of the shares, and all or a portion of the shares will be forfeited if the recipient terminates employment for reasons other than as approved by the Compensation Committee. Upon expiration of the restriction period, the appropriate number of shares of Common Stock will be delivered to the grantee free of all restrictions. During the restriction period for shares of restricted stock, the grantee shall be entitled to vote restricted shares and receive dividends. For grants made after April 2013, shares of restricted stock will be credited with notional dividends that vest and are payable in cash (without interest) at the same time and subject to the same conditions as the underlying shares of restricted stock. Restricted stock units do not have any voting rights but receive dividend equivalents that vest and are payable in shares of Common Stock at the same time and subject to the same conditions as the underlying restricted stock units. Earned and unearned, but unvested, performance share units do not have any voting rights and are not entitled to receive dividend equivalents. For additional information regarding the terms of the performance share units, see Compensation Discussion and Analysis Long-Term Compensation 2014 Grants of Performance-Based Incentives.

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Option Exercises and Stock Vested

**Option Exercises and Stock Vested**

The following table sets forth certain information regarding option exercises by, and the vesting of stock awards for, the named executive officers during 2014.

Name	Number of Shares Acquired on Exercise (#)	Option Awards		Number of Shares Acquired on Vesting (#)	Stock Awards	
		Value Realized On Exercise (\$) <sup>1</sup>			Value Realized On Vesting (\$)	
Kramer	74,455	\$ 3,882,624		113,599	\$ 3,245,523 <sup>2</sup>	
Thompson	609	29,991		6,058	173,077 <sup>2</sup>	
Wells	34,936	1,760,126		89,005	2,474,282 <sup>3</sup>	
Smith				55,001	1,318,783 <sup>4</sup>	
Bialosky	15,338	823,951		21,156	604,427 <sup>2</sup>	

1 Represents the difference between the exercise price and the fair market value of our Common Stock on the date of exercise.

2 Represents the total value realized upon the vesting of performance share awards for 2012-2014, which were paid 100% in shares of Common Stock.

3 Represents the total value realized upon the vesting of 26,740 performance share awards for 2012-2014, which were paid 100% in shares of Common Stock, and the total value realized upon the vesting of 62,265 restricted stock units.

4 Represents the total value realized upon the vesting of 22,450 performance share awards for 2012-2014, which were paid 100% in shares of Common Stock, and the total value realized upon the vesting of 32,551 shares of restricted stock.

**Defined Contribution Plan Benefits**

The Savings Plan is a tax-qualified defined contribution plan that permits eligible employees, including all of the named executive officers, to contribute 1% to 50% of their compensation to their Savings Plan account, subject to an annual contribution ceiling (\$17,500 in 2014). Savings Plan participants who are age 50 or older and contributing at the maximum plan limits or at the annual contribution ceiling are entitled to make catch-up contributions annually up to a specified amount (\$5,500 in 2014). Participants in the Savings Plan are eligible to receive Company matching contributions in addition to the retirement contributions described below under Pension Benefits. Savings Plan participants are also eligible to make after-tax contributions subject to limits imposed by the Code. Contributions are invested, at the direction of the participant, in any one or more of the fifteen available funds and/or in mutual funds

under a self-directed account.

### Pension Benefits

Goodyear's Salaried Pension Plan is a defined benefit plan qualified under the Code in which U.S.-based salaried employees hired before January 1, 2005 participate, including Messrs. Kramer and Wells and Ms. Thompson. Accruals in the Salaried Plan were frozen effective December 31, 2008. The Salaried Plan was designed to provide tax-qualified pension benefits for most Goodyear salaried employees. The Salaried Plan contains formulas based on age and service. These formulas are multiplied by five-year average compensation below and above a breakpoint (\$51,000 in 2008, the year the Salaried Plan was frozen), with the result representing a lump sum benefit under the plan. Compensation is held to the qualified plan limit under the Code, which was \$230,000 for 2008. A portion of the benefit may be paid by employee contributions. Effective

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Pension Benefits

December 31, 2007, all active participants in the Salaried Plan became vested and are entitled to a benefit upon any termination of employment. Benefits are available on a five-year certain and continuous annuity basis at age 65, by converting the lump sum to an annuity. Annuity benefits payable to a participant who retires prior to age 65 are subject to a reduction for each month retirement precedes age 65. Benefits under the Salaried Plan are funded by an irrevocable tax-exempt trust.

Participation in the Salaried Plan was frozen effective December 31, 2004. Subsequent hires, including Messrs. Smith and Bialosky, participate in the retirement contributions feature of the Savings Plan. Under the Savings Plan, each participant receives an allocation each pay period equal to a percentage of compensation, with compensation held to the qualified plan limit under the Code. Effective January 1, 2009, Salaried Plan participants, including Messrs. Kramer and Wells and Ms. Thompson, also began receiving allocations under the retirement contributions feature of the Savings Plan.

Goodyear also maintains the Supplementary Plan, a non-qualified, unfunded plan which provides additional retirement benefits to our officers and certain other key employees, including all of the named executive officers. The Supplementary Plan provides pension benefits to participants who retire with at least 30 years of service, retire after age 55 with at least ten years of service or retire after age 65 with at least five years of service. The formula for an annuity benefit is based on a percentage determined using credited service (22% with 10 years, 38% with 20 years, 48% with 30 years and 54% with 40 years) times five-year average compensation above the breakpoint (\$58,500 in 2014), with compensation inclusive of base salary and annual incentive payments. The five-year average compensation uses the highest five calendar years, not necessarily consecutive, out of the last ten years. Benefits are offset for the Salaried Plan, the retirement contributions feature of the Savings Plan, applicable non-U.S. benefits and certain prior employer benefits. Under the Supplementary Plan, benefits payable to a participant who retires prior to age 62 are subject to a reduction of 0.4% for each month retirement precedes age 62. All benefits from the Supplementary Plan will be paid in a lump sum. Benefits cannot be distributed prior to six months after separation of service. Ms. Thompson is the only named executive officer vested in the Supplementary Plan benefits.

Messrs. Kramer and Wells and Ms. Thompson are eligible for immediate commencement of the benefit from the Salaried Plan as of December 31, 2014. Messrs. Smith and Bialosky are not participants in the Salaried Plan. The chart below indicates the date at which each named executive officer is or will be eligible to receive a benefit from the Supplementary Plan.

**SUPPLEMENTARY PLAN**

Name	Earliest Eligibility for Benefit Commencement
Kramer	July 31, 2016
Thompson	Currently eligible
Wells	December 31, 2020
Smith	October 31, 2021
Bialosky	September 30, 2019

We also maintain a non-qualified unfunded defined benefit Excess Benefit Plan that pays an additional pension benefit over that paid from the Salaried Plan if a participant does not meet the eligibility requirements of the

Supplementary Plan. The additional benefit is equal to the amount a participant would have received from the Salaried Plan but does not because of the limitations imposed by the Code on pension benefits under qualified plans. This plan is provided to allow the extension of benefits from the qualified plan to individuals whose compensation exceeds the Code guidelines for qualified plans. Distribution

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## NAMED EXECUTIVE OFFICER COMPENSATION TABLES

### Pension Benefits

of amounts earned and vested prior to January 1, 2005 will be paid out in the same manner as the Salaried Plan unless otherwise elected by the participant at least 12 months prior to termination or severance. Distributions for amounts earned or vested on or after January 1, 2005 will be paid out in a lump sum. For participants considered to be among the top 50 wage earners of the Company, benefits vested on or after January 1, 2005 are paid out six months after termination of service. For employees hired after December 31, 2004, and for all employees as of December 31, 2008, who do not meet the eligibility requirements of the Supplementary Plan, there is a corresponding defined contribution Excess Benefit Plan that mirrors the retirement contributions feature of the Savings Plan. Like the qualified plans, effective December 31, 2008 accruals were frozen under the defined benefit Excess Benefit Plan and all affected participants began receiving defined contribution allocations under the defined contribution Excess Benefit Plan.

The Pension Benefits table below shows for the named executive officers the number of years of credited service, present value of accumulated benefit and payments during the last fiscal year, for each defined benefit plan.

The Present Value of Accumulated Benefit is the lump sum value as of December 31, 2014 of the expected pension benefit payable at age 62 that was earned as of December 31, 2014. That is, the benefit reflects service and compensation only through 2014, not projected for future years. The benefit payment at age 62 is assumed to be the lump sum form. The present value is measured using the same assumptions used for financial reporting purposes (and which are set forth following the Pension Benefits Table), with the exception of the commencement age. The commencement age is assumed to be 62 because that is the age at which the Supplementary Plan benefit is payable with no reduction for early retirement.

Generally, a participant's years of credited service under the Supplementary Plan are based on years of employment with Goodyear. However, in the past, credit for service prior to employment with Goodyear was infrequently granted. Mr. Kramer received 13.6 additional years of credited service in connection with his hiring by Goodyear in 2000 in respect of service with a prior employer. The benefits paid to Mr. Kramer under the Supplementary Plan will be reduced by amounts he is entitled to receive under the pension plan maintained by his prior employer. Due to this service grant, the present value of accumulated benefit in the Pension Benefits table is \$4,646,088 higher for Mr. Kramer. None of the other named executive officers have received any additional years of credited service.

The Compensation Committee has adopted a policy prohibiting the grant of additional service credit in the Supplementary Plan for newly hired officers and other key employees.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$) <sup>1</sup>	Payments During Last Fiscal Year (\$)
Kramer	Supplementary Pension Plan	28.42	\$ 12,700,459	\$
	Salaried Pension Plan	8.83	245,490	
Thompson	Supplementary Pension Plan	31.17	2,167,090	
	Salaried Pension Plan	25.17	311,380	
Wells	Supplementary Pension Plan	12.42	2,593,691	
	Salaried Pension Plan	6.42	170,449	

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Smith	Supplementary Pension Plan	3.17	683,430
Bialosky	Supplementary Pension Plan	5.25	1,446,452

1 All amounts shown are estimates as of December 31, 2014; the actual benefits to be paid to the named executive officers will be based on their credited service, compensation, and other factors at the time of their retirement.



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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Pension Benefits

The amounts set forth in the table above are based on the following assumptions:

the measurement date is December 31, 2014

the form of payment is a lump sum

the interest rate used to calculate the Supplementary Plan lump sum payment for benefits commencing in 2015 or later: 2.00%

the interest rate used to calculate the Salaried Plan lump sum payment for benefits commencing in 2015 or later: 4.00% (Messrs. Kramer and Wells and Ms. Thompson)

the mortality assumptions used to calculate the lump sum are those set forth in Internal Revenue Code Section 417(e) for the Salaried Plan, and those set forth in UP-1984 Mortality for the Supplementary Plan

the discount rate used to determine the present value of the accumulated benefit is 4.00%

the benefit commencement age is 62 (or, if older, age at the measurement date)

the accumulated benefit is calculated based on credited service and pay as of December 31, 2014 (for the Salaried Plan, credited service and pay as of December 31, 2008).

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Nonqualified Deferred Compensation

## Nonqualified Deferred Compensation

The Goodyear Executive Deferred Compensation Plan is a non-qualified deferred compensation plan that provides named executive officers and certain other highly compensated employees the opportunity to defer their base salary and annual incentive payments. Deferred amounts may be invested in one of five investment alternatives or, with respect to annual incentive payments, Goodyear stock units. Four of these investment alternatives are funds managed by The Northern Trust Company, and currently include a money market fund, a bond fund, an equity index fund and a balanced fund. The average interest rate payable with respect to funds invested in the Northern Trust money market fund was 0.01% for the year ended December 31, 2014. The fifth investment vehicle is a growth fund managed by American Century Investments. Investment elections among the five investment alternatives may be changed daily. Deferrals of annual incentive payments into Goodyear stock units will result in a 20% premium paid in stock units that will vest in one year. There is no guaranteed return associated with any deferred amounts, and deferred amounts are subject to the claims of creditors in the event of our bankruptcy. Distribution of deferred amounts may begin after separation of service or in a selected number of years ranging from one to 20. Payment of deferred amounts will be in a lump sum or up to 15 annual installments, as elected at the time of deferral. Redeferral of amounts originally deferred prior to January 1, 2005 is allowed only if elected one year prior to the scheduled payout. Any stock units are converted to shares of Common Stock and distributed to the participant in January of the fourth year following the end of the plan year under which the award was earned.

The Deferred Compensation Plan is unfunded. The following table sets forth certain information regarding nonqualified deferred compensation of the named executive officers.

Name	Executive Contributions in Last FY (\$) <sup>1</sup>	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) <sup>2</sup>	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kramer			\$ 7,017		\$ 148,180
Thompson					
Wells					
Smith					
Bialosky					

1 Represents deferral in 2014 of base salary and/or annual incentive payments in respect of performance in 2013.

2 No portion of these earnings were included in the Summary Compensation Table because the Deferred Compensation Plan does not provide for above-market or preferential earnings as defined in applicable Securities and Exchange Commission rules and regulations.



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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Potential Payments Upon Termination or Change-in-Control

**Potential Payments Upon Termination or Change-in-Control**

We provide for the payment of severance and certain other benefits to our named executive officers upon certain types of terminations of employment, as described below.

**EXECUTIVE SEVERANCE PLAN**

The Executive Severance Plan provides severance benefits to the Company's officers, including all of the named executive officers, as follows:

- (1) If a participant's employment is terminated by the Company and its affiliates other than for Cause (as such term is defined below), death or disability (and other than in connection with a change-in-control, as described in paragraph (2) below), such participant will generally receive: (i) earned but unpaid base salary and annual incentive compensation and accrued paid vacation, sick leave, sabbatical, holiday and other paid time off; (ii) a pro-rated annual incentive payment based on actual performance for the entire fiscal year in an amount not to exceed the participant's target annual incentive; (iii) a cash severance payment equal to the sum of the participant's base salary and target annual incentive at the time of severance multiplied by the participant's severance multiple, which is established by the Compensation Committee and currently ranges from 1.0x to 2.0x; (iv) if the sum of the participant's age plus years of credited service is equal to or greater than 75, vesting of the participant's benefit under the Supplementary Plan; (v) continued health care coverage for a number of years equal to the participant's severance multiple; and (vi) outplacement services in an amount not to exceed \$25,000. Mr. Kramer's severance multiple is 2.0x and each of the other named executive officers' severance multiple is 1.5x.
- (2) If a participant's employment is terminated involuntarily other than for Cause, death, disability or mandatory retirement or by the participant for Good Reason during the pendency of, and for ninety days following the cessation of, a Potential Change in Control (as such term is defined below) or within two years following a Change in Control (as such term is defined below), such participant will generally receive: (i) earned but unpaid base salary and annual incentive compensation and accrued paid vacation, sick leave, sabbatical, holiday and other paid time off; (ii) a pro-rated annual incentive payment based on the participant's target annual incentive; (iii) a cash severance payment equal to twice the sum of the participant's base salary and target annual incentive; (iv) if the participant has at least five years of service, vesting of the participant's Supplementary Plan benefit; (v) continued health care coverage for up to two years; and (vi) outplacement services in an amount not to exceed \$25,000 and reimbursement for certain legal fees incurred in connection with certain claims made under the Executive Severance Plan.

To be eligible to receive the benefits described above, the participant must execute a release and agree, among other things, to certain confidentiality, non-disparagement, non-solicitation and non-competition covenants.

The Executive Severance Plan became effective on February 28, 2013 and will continue in effect for three years, and thereafter will automatically renew for additional one-year periods unless the Company provides notice, at least 90 days prior to the end of the initial or extended term, of its intent not to renew the Executive Severance Plan.

As used in the Executive Severance Plan:

*Cause* means (1) the continued failure by an eligible employee to substantially perform the employee's duties with the Company (other than any such failure resulting from the employee's incapacity due to physical or mental illness),

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
Potential Payments Upon Termination or Change-in-Control

(2) the engaging by the employee in conduct which is demonstrably injurious to the Company, monetarily or otherwise, (3) the employee committing any felony or any crime involving fraud, breach of trust or misappropriation or (4) any breach or violation of any agreement relating to the employee's employment with the Company where the Company, in its discretion, determines that such breach or violation materially and adversely affects the Company.

A *Change in Control* shall be deemed to have occurred if the event set forth in any one of the following paragraphs shall have occurred:

- (1) any person is or becomes the beneficial owner (as defined in Rule 13d-3 under the Securities Exchange Act of 1934), directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such person any securities acquired directly from the Company other than securities acquired by virtue of the exercise of a conversion or similar privilege or right unless the security being so converted or pursuant to which such right was exercised was itself acquired directly from the Company) representing 20% or more of (A) the then outstanding shares of Common Stock of the Company or (B) the combined voting power of the Company's then outstanding voting securities entitled to vote generally in the election of directors; or
- (2) the following individuals cease for any reason to constitute a majority of the number of directors then serving on the Board of Directors (the *Incumbent Board*): individuals who, on February 28, 2013, constitute the Board of Directors and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including, without limitation, a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board of Directors or nomination for election by the Company's shareholders was approved or recommended by a vote of at least two-thirds of the directors then still in office who either were directors on February 28, 2013 or whose appointment, election or nomination for election was previously so approved or recommended; or
- (3) there is consummated a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than a merger or consolidation pursuant to which (A) the voting securities of the Company outstanding immediately prior to such merger or consolidation will continue to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) more than 50% of the outstanding shares of common stock, and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, (B) no person will become the beneficial owner, directly or indirectly, of securities of the Company or such surviving entity or any parent thereof representing 20% or more of the outstanding shares of common stock or the combined voting power of the outstanding voting securities entitled to vote generally in the election of directors (except to the extent that such ownership existed prior to such merger or consolidation) and (C) individuals who were members of the Incumbent Board will constitute at least a majority of the members of the board of directors of the corporation (or any parent thereof) resulting from such merger or consolidation; or

- (4) the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, (A) more than 50% of the outstanding shares of common stock, and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of which (or of any parent of such entity) is owned by shareholders of the Company in substantially the same proportions as their ownership of the Company

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
 Potential Payments Upon Termination or Change-in-Control

immediately prior to such sale, (B) in which (or in any parent of such entity) no person is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing 20% or more of the outstanding shares of common stock resulting from such sale or disposition or the combined voting power of the outstanding voting securities entitled to vote generally in the election of directors (except to the extent that such ownership existed prior to such sale or disposition) and (C) in which (or in any parent of such entity) individuals who were members of the Incumbent Board will constitute at least a majority of the members of the board of directors.

*Good Reason* means the occurrence during the pendency of, and for ninety days following the cessation of, a Potential Change in Control or within two years following a Change in Control, without the affected eligible employee's written consent, of any of the following:

- (1) the assignment to the employee of duties that are materially inconsistent with the employee's authority, duties or responsibilities immediately prior to a Potential Change in Control or, in the absence thereof, a Change in Control (other than pursuant to a transfer or promotion to a position of equal or enhanced responsibility or authority) or any other action by the Company which results in a material diminution in such authority, duties or responsibilities, excluding for this purpose an isolated, insubstantial and inadvertent action not taken in bad faith and which is remedied by the Company promptly after receipt of notice thereof given by the employee, provided, however, that any such material diminution that is primarily a result of the Company no longer being a publicly traded entity or becoming a subsidiary or division of another entity shall not be deemed *Good Reason* for purposes of the Executive Severance Plan, except that an employee shall have *Good Reason* if the Company is no longer a publicly traded entity and, immediately before the Change in Control that caused the Company no longer to be a publicly traded entity, substantially all of the employee's duties and responsibilities related to public investors or government agencies that regulate publicly traded entities;
- (2) a change in the location of such employee's principal place of business by more than 50 miles when compared to the employee's principal place of business immediately before a Potential Change in Control or, in the absence thereof, a Change in Control;
- (3) a material reduction in the Employee's annual base salary or target annual incentive opportunity from that in effect immediately before a Potential Change in Control or, in the absence thereof, a Change in Control; and
- (4) the failure by any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of the Company, to expressly assume and agree to perform the Executive Severance Plan in the same manner and to the same extent that the Company would be required to perform it if no succession had taken place.

A *Potential Change in Control* shall be deemed to have occurred if the event set forth in any one of the following paragraphs shall have occurred:



- (1) the Company enters into an agreement, the consummation of which would result in the occurrence of a Change in Control;
- (2) the Company or any person publicly announces an intention to take or to consider taking actions which, if consummated, would constitute a Change in Control;
- (3) any person becomes the beneficial owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such person any securities acquired directly from the Company other than securities acquired by virtue of the exercise of a conversion or similar privilege or right unless the security being so converted or pursuant to which such right

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## NAMED EXECUTIVE OFFICER COMPENSATION TABLES

### Potential Payments Upon Termination or Change-in-Control

was exercised was itself acquired directly from the Company) representing 20% or more of either the then outstanding shares of Common Stock of the Company or the combined voting power of the Company's then outstanding voting securities; or

(4) the Board adopts a resolution to the effect that a Potential Change in Control has occurred.

The description above is meant only to be a summary of the provisions of the Executive Severance Plan. The Executive Severance Plan was an exhibit to a Form 8-K filed with the Securities and Exchange Commission on March 6, 2013.

### QUANTIFICATION OF TERMINATION BENEFITS

The table below shows amounts that would be payable to each of the named executive officers, as of December 31, 2014, upon the termination of their employment in the circumstances indicated in each row of the table. The amounts shown are calculated on the assumption that the triggering event occurred on December 31, 2014. We have assumed that, if a named executive officer resigned or was terminated for Cause, the Compensation Committee would have exercised its discretion to cancel any outstanding awards in respect of the performance cycles ending on December 31, 2014 prior to the payment of those awards in February 2015. Other assumptions used to determine the amounts shown are described below.

**Cash Severance.** The amounts shown in the rows captioned *Termination Without Cause* and *Involuntary Termination Within Two Years of Change in Control* are calculated in accordance with the terms of the Executive Severance Plan. (See *Executive Severance Plan* above.) Cash severance is not payable in any other circumstance.

**Annual and Long-Term Cash Incentives.** The amounts shown in the table for annual and long-term cash incentives are the amounts earned for the annual or three-year performance cycles ended December 31, 2014. The amounts shown in the row captioned *Death/Disability* also include the amounts earned but not yet payable for completed performance periods under the 2013-2015 and 2014-2016 long-term cash incentive awards. The amounts shown in the row captioned *Involuntary Termination Within Two Years of Change in Control* also include (a) the amounts earned but not yet payable for completed performance periods and (b) the unearned amounts at the target amount of the award opportunity for uncompleted performance periods under the 2013-2015 and 2014-2016 long-term cash incentive awards.

**Equity.** Our equity compensation plans provide that unexercised stock options terminate automatically if the optionee ceases to be an employee of Goodyear or one of its subsidiaries for any reason, except that (a) upon retirement or disability of the optionee more than six months after the grant date, the stock option will become immediately exercisable and remain exercisable until the earlier of five years or its expiration date, (b) in the event of the death of the optionee more than six months after the grant date, each stock option will become immediately exercisable and remain exercisable until the earlier of three years after the date of death of the optionee or its expiration date, and (c) for options granted on or after June 8, 2010, in the event of the termination of the optionee's employment by us other than for cause, each vested stock option will remain exercisable for 90 days following the date of termination of their employment. For these purposes, resignations, terminations without cause, and involuntary terminations upon a change in control are treated like a retirement if the employee is eligible for retirement as of the date of termination. Only Ms. Thompson was eligible for retirement on December 31, 2014.

The amounts shown in the table for equity with respect to performance share awards are the amounts earned for the three-year performance cycle ended December 31, 2014. The amounts shown in the row captioned Death/Disability also include

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## NAMED EXECUTIVE OFFICER COMPENSATION TABLES

### Potential Payments Upon Termination or Change-in-Control

the amounts earned but not yet payable for completed performance periods under the 2013-2015 and 2014-2016 performance share awards. The amounts shown in the row captioned **Involuntary Termination Within Two Years of Change in Control** also include (a) the amounts earned but not yet payable for completed performance periods and (b) the unearned amounts at the target amount of the award opportunity for uncompleted performance periods under the 2013-2015 and 2014-2016 performance share awards. In each case, the amounts shown are calculated based on a per share price of \$28.57, the closing market price of our Common Stock on December 31, 2014.

**Additional Retirement Benefits.** The table below shows the additional retirement benefits, if any, that would be payable to the named executive officer if the named executive officer's employment was terminated on December 31, 2014, and that named executive officer was vested in the benefit as of that date. Ms. Thompson is vested in her Supplementary Plan benefit. Mr. Kramer and Mr. Wells are not yet vested in a Supplementary Plan benefit and would instead receive substantially smaller benefits from the defined benefit and defined contribution Excess Benefit Plans. Mr. Smith and Mr. Bialosky are not yet vested in a Supplementary Plan benefit, are not eligible to participate in the Salaried Plan or the defined benefit Excess Benefit Plan, and would instead receive substantially smaller benefits from the defined contribution Excess Benefit Plan. The Supplementary Plan and Salaried Plan amounts shown in the Pension Benefits table are the present values at December 31, 2014 of benefits that would be payable in lump sum form at age 62 (or age at December 31, 2014, if older than 62). The amounts shown in the table below are the additional amounts that would be payable, together with the amounts shown in the Pension Benefits table, in lump sum form after termination of employment at December 31, 2014.

Mr. Kramer is 51.2 years old with 28.42 years of credited service in the Supplementary Plan. In the event of a **Termination Without Cause**, Mr. Kramer's benefit under the Supplementary Plan will become vested because the sum of his age and years of service equals or exceeds 75. In the event of an **Involuntary Termination Within Two Years of Change in Control**, Mr. Kramer's benefit under the Supplementary Plan will become vested since he has five years of credited service. The difference between the amount payable from the Supplementary Plan upon a triggering event (\$14,545,758) and the value presented in the Pension Benefits table (\$12,700,459) is solely due to differences in the assumptions used in the calculations.

In the event of an **Involuntary Termination Within Two Years of Change in Control**, Mr. Wells' benefit under the Supplementary Plan will become vested since he has five years of credited service. The difference between the amount payable from the Supplementary Plan upon a triggering event (\$2,669,048) and the value presented in the Pension Benefits table (\$2,593,691) is solely due to differences in the assumptions used in the calculations.

In the event of an **Involuntary Termination Within Two Years of Change in Control**, Mr. Bialosky's benefit under the Supplementary Plan will become vested since he has five years of credited service. The difference between the amount payable from the Supplementary Plan upon a triggering event (\$1,760,952) and the value presented in the Pension Benefits table (\$1,446,452) is solely due to differences in the assumptions used in the calculations.

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**NAMED EXECUTIVE OFFICER COMPENSATION TABLES**  
**Potential Payments Upon Termination or Change-in-Control**

**All Other Benefits.** The amounts shown for all other benefits for each scenario include the payment of accrued vacation. In addition, the amounts shown in the row captioned **Termination Without Cause** include reimbursement of COBRA payments and payments for outplacement services (capped at \$25,000), and the amounts shown in the row captioned **Involuntary Termination Within Two Years of Change in Control** include reimbursement of COBRA payments, payments for outplacement services (capped at \$25,000), and reimbursement for legal fees, if any (assumed to be \$0 for purposes of the table below).

Name	Triggering Event	Cash Severance	Annual and Long-Term Cash Incentives	Equity	Additional Retirement Benefits	All Other Benefits	Total
Kramer	Death/Disability	\$ 0	\$ 21,186,870	\$ 19,227,562	\$ 0	\$ 105,769	\$ 40,520,201
	Termination Without Cause	5,500,000	10,833,000	6,202,290	1,845,299	164,600	24,545,189
	Involuntary Termination Within	5,500,000	25,469,470	20,565,809	1,845,299	164,600	53,545,178
	Two Years of Change in Control						
Thompson	Retirement/ Death/ Disability	0	2,255,525	1,509,556	0	60,577	3,825,658
	Termination Without Cause	1,535,625	1,078,875	173,077	0	101,061	2,888,638
	Involuntary Termination Within	2,047,500	2,742,125	2,400,582	0	106,223	7,296,430
	Two Years of Change in Control						
Wells	Death/Disability	0	5,212,298	3,885,201	0	59,135	9,156,634
	Termination Without Cause	1,798,875	2,859,123	763,962	0	109,330	5,531,290
	Involuntary Termination Within	2,398,500	6,185,598	4,215,886	75,357	117,728	12,993,069
	Two Years of Change in Control						
Smith	Death/Disability	0	4,303,094	3,354,040	0	42,308	7,699,442
	Termination Without Cause	1,567,500	2,422,976	641,397	0	94,656	4,726,529
	Involuntary Termination Within	2,090,000	5,080,794	4,065,333	0	103,772	11,339,899
	Two Years of Change in Control						
Bialosky	Death/Disability	0	3,990,830	2,888,477	0	42,692	6,921,999
	Termination Without Cause	1,498,500	2,249,428	604,427	0	93,317	4,445,672
	Involuntary Termination Within	1,998,000	4,711,030	3,113,523	314,500	101,859	10,238,912

Involuntary Termination  
Within

Two Years of Change in  
Control

**Table of Contents****DIRECTOR COMPENSATION TABLE**

The table below sets forth information regarding the compensation paid to our non-employee directors during 2014.

Name	Fees Earned or		All Other Compensation (\$) <sup>2</sup>	Total (\$)
	Paid in Cash (\$)	Stock Awards (\$) <sup>1</sup>		
Conaty	\$ 120,000	\$ 128,629	\$ 2,083	\$ 250,712
Firestone	135,000	135,106	893	270,999
Geissler	135,000	129,373		264,373
Hellman	140,000	130,075		270,075
McCollough	175,000	135,728		310,728
McGlade	120,000	125,829	1,595	247,424
Morell	118,000	92,070		210,070
Palmore	135,000	126,458		261,458
Peterson(3)	60,000	75,888		135,888
Streeter	134,176	134,209	1,339	269,724
Weidemeyer	125,824	138,150		263,974
Wessel	120,000	137,032		257,032

1 Represents quarterly grants of restricted stock units, together with dividend equivalents paid during 2014, pursuant to the Outside Directors Equity Participation Plan. For further information regarding this plan, see the description below.

As of December 31, 2014, the following directors held the total number of restricted stock units and deferred share equivalent units indicated next to his or her name:

Name	Number of Restricted Stock Units	Number of Deferred Share Equivalent Units	Total Share Equivalents
Conaty	24,097		24,097
Firestone	49,831	3,861	53,692
Geissler	27,496		27,496
Hellman	30,702		30,702
McCollough	49,831	6,701	56,532
McGlade	11,301		11,301
Morell	3,627		3,627
Palmore	14,178		14,178

Peterson		20,594	20,594
Streeter	49,590		49,590
Weidemeyer	49,831	17,766	67,597
Wessel	49,831	12,659	62,490

2 Represents income associated with the Company's provision of up to two sets of automobile tires per year to the directors.

3 Mrs. Peterson left the Board of Directors effective on April 14, 2014.

Goodyear directors who are not officers or employees of Goodyear or any of its subsidiaries receive, as compensation for their services as a director, a combination of cash retainer and stock awards pursuant to the Outside Directors Equity Participation Plan (the "Directors' Equity Plan").



**Table of Contents****DIRECTOR COMPENSATION TABLE**

For the year ended December 31, 2014, outside directors received cash compensation in the amount of \$30,000 per calendar quarter. The Lead Director received an additional \$13,750 per calendar quarter. The chairpersons of the Audit and Compensation Committees received an additional \$5,000 per calendar quarter, and the chairpersons of all other committees received an additional \$3,750 per calendar quarter. Any director who attended more than 24 board and committee meetings received \$1,700 for each additional meeting attended (\$1,000 if the meeting was attended by telephone). In addition, the Board may form special committees from time to time and determine the compensation of the chairperson of such committees. Travel and lodging expenses incurred in attending board and committee meetings are paid by Goodyear. Mr. Kramer did not receive additional compensation for his service as a director.

Outside directors also participate in the Directors' Equity Plan, which is intended to further align the interests of directors with the interests of shareholders by making part of each director's compensation dependent on the value and appreciation over time of our Common Stock. For 2014, each eligible director received a quarterly grant of restricted stock units with a grant date fair value of \$31,250 for the portion of a calendar quarter during which he or she served as a director, payable on the first business day of the subsequent calendar quarter based on the closing market price of our Common Stock on that date. These restricted stock units will be paid to directors in shares of Common Stock on the fifth business day of the quarter following the quarter during which the director leaves the Board. The Directors' Equity Plan also permits each participant annually to elect to have 25%, 50%, 75% or 100% of his or her cash retainer and meeting fees deferred and converted into share equivalent units based on the closing market price of our Common Stock on the payment date. Under the Directors' Equity Plan, the restricted stock units and share equivalent units receive dividend equivalents at the same rate as our Common Stock, which dividends will be converted into restricted stock units or share equivalent units, as the case may be, based on the closing market price of our Common Stock on the dividend payment date. Share equivalent units accrued prior to October 1, 2010 will be converted to a dollar value at the closing market price of our Common Stock on the later of the first business day of the seventh month following the month during which the participant ceased to be a director and the fifth business day of the year next following the year during which the participant ceased to be a director. Such amounts earned and vested prior to January 1, 2005, will be paid in ten annual installments or, at the discretion of the Compensation Committee, in a lump sum or in fewer than ten installments beginning on the fifth business day following the conversion from share equivalent units to a dollar value. Amounts in Directors' Equity Plan accounts that are to be paid in installments will earn interest from the date converted to a dollar value until paid at a rate one percent higher than the prevailing yield on United States Treasury securities having a ten-year maturity on the conversion date. Amounts earned and vested on or after January 1, 2005, will be paid out in a lump sum on the fifth business day following the conversion from share equivalent units to a dollar value. Share equivalent units accrued on or after October 1, 2010 will be paid to directors in shares of Common Stock on the fifth business day of the quarter following the quarter during which the director leaves the Board.

The stockholding guidelines for directors specify that a director must accumulate and hold a number of shares equal in value to five times the annual cash retainer. Shares owned directly and restricted stock units and share equivalent units accrued to a Directors' Equity Plan account are counted as ownership in assessing compliance with the guidelines. The stock price to be used in assessing compliance with the guidelines as of May 1st of each year will be the average closing stock price for the prior 60-day period. Messrs. Conaty, Firestone, Geissler, Hellman, McCollough, Weidemeyer and Wessel and Ms. Streeter have met their stockholding requirement. All of our other directors are making progress towards satisfying their stockholding requirement.



**Table of Contents****RISKS RELATED TO COMPENSATION POLICIES AND PRACTICES**

We have reviewed our compensation policies and practices for our employees and have concluded that the risks arising from those policies and practices are not reasonably likely to have a material adverse effect on us.

**BENEFICIAL OWNERSHIP OF COMMON STOCK**

The persons identified in the table below have reported that they beneficially owned at December 31, 2014 more than 5% of the outstanding shares of the Common Stock as follows:

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock Outstanding Beneficially Owned
BlackRock, Inc. 55 East 52nd Street New York, New York 10022	23,134,700 <sup>1</sup>	8.6%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	19,923,063 <sup>2</sup>	7.4%

1 Sole voting power in respect of 21,472,863 shares and sole dispositive power in respect of 23,134,700 shares, as stated in a Schedule 13G/A filed with the Securities and Exchange Commission on January 23, 2015.

2 Sole voting power in respect of 395,585 shares, sole dispositive power in respect of 19,550,378 shares and shared dispositive power in respect of 372,685 shares, as stated in a Schedule 13G/A filed with the Securities and Exchange Commission on February 10, 2015.

In addition, The Northern Trust Company, 181 Madison Street, Chicago, Illinois 60603, has indicated that at the record date it held 4,771,983 shares, or approximately 1.8% of the outstanding shares, of Common Stock as the trustee of various employee savings plans sponsored by Goodyear and certain subsidiaries.

**Table of Contents****BENEFICIAL OWNERSHIP OF COMMON STOCK**

On February 18, 2015, each director and nominee, each named executive officer, and all directors and executive officers as a group, beneficially owned the number of shares of Common Stock set forth in the table below.

Name	Beneficial Ownership at February 18, 2015 <sup>1</sup>					Percent of Class
	Shares of Common Stock Owned Directly <sup>2</sup>	Shares of Common Stock Held in Savings Plan <sup>3</sup>	Shares of Common Stock Subject to Exercisable Options <sup>4</sup>	Deferred Share Equivalent Units and Restricted Stock Units		
William J. Conaty	-0-	-0-	-0-	25,200 <sub>6</sub>	*	
James A. Firestone	-0-	-0-	-0-	54,794 <sub>6</sub>	*	
Werner Geissler	15,000	-0-	-0-	28,598 <sub>6</sub>	*	
Peter S. Hellman	-0-	-0-	-0-	31,805 <sub>6</sub>	*	
Laurette T. Koellner <sup>10</sup>	-0-	-0-	-0-	-0-	*	
W. Alan McCollough	-0-	-0-	-0-	57,634 <sub>6</sub>	*	
John E. McGlade	-0-	-0-	-0-	12,403 <sub>6</sub>	*	
Michael J. Morell	1,925	-0-	-0-	4,729 <sub>6</sub>	*	
Roderick A. Palmore	-0-	-0-	-0-	15,281 <sub>6</sub>	*	
Stephanie A. Streefer	-0-	-0-	-0-	50,693 <sub>6</sub>	*	
Thomas H. Weidemeyer	1,000	-0-	-0-	68,699 <sub>6</sub>	*	
Michael R. Wessel	-0-	-0-	-0-	63,592 <sub>6</sub>	*	
Richard J. Kramer	433,864 <sup>5</sup>	216	1,191,924	459 <sub>7</sub>	*	
Laura K. Thompson	19,215	-0-	106,483	40,334 <sub>8</sub>	*	
Darren R. Wells	113,098	141	307,762	6,749 <sub>9</sub>	*	
Gregory L. Smith	79,842	-0-	148,244	25,209 <sub>8</sub>	*	
David L. Bialosky	94,307	-0-	184,203	-0-	*	
All directors, the named executive officers and all other executive officers as a group (25 persons)	968,252	2,387	2,567,935	655,791	1.3%	

\* Less than 1%

1 The number of shares indicated as beneficially owned by each of the directors and named executive officers, and by all directors and executive officers as a group, and the percentage of Common Stock outstanding beneficially owned by each person and the group, has been determined in accordance with Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934.

Unless otherwise indicated in a subsequent note, each person named and each member of the group has sole voting and investment power with respect to the shares of Common Stock shown.

- 3 Shares held in trust under Goodyear's Employee Savings Plan for Salaried Employees.
- 4 Shares that may be acquired upon the exercise of options which are exercisable on or prior to April 19, 2015.
- 5 Includes 103,492 shares acquired under Restricted Stock Purchase Agreements.
- 6 Deferred share equivalent units and restricted stock units, each equivalent to a share of Common Stock, accrued to accounts of the director under Goodyear's Outside Directors' Equity Participation Plan. Deferred share equivalent units are payable in cash, and restricted stock units are payable in Common Stock, following retirement from the Board of Directors. See Director Compensation Table at page 69.
- 7 Units, each equivalent to a share of Common Stock, deferred pursuant to performance awards earned, and payable in cash, shares of Common Stock, or any combination thereof, at the election of the executive officer.
- 8 Restricted stock units, each equivalent to a share of Common Stock, that vest on December 13, 2016.
- 9 Restricted stock units, each equivalent to a share of Common Stock, that vested on February 23, 2015.
- 10Ms. Koellner was elected to the Board of Directors on February 23, 2015.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and officers to file reports of holdings and transactions in our equity securities with the Securities and Exchange Commission. As a practical matter, we assist our directors and officers by completing and filing these reports electronically on their behalf. We believe that our directors and officers timely complied with all such filing requirements during 2014.

**RELATED PERSON TRANSACTIONS**

During 2014, Goodyear and its subsidiaries, in the ordinary course of their business and at competitive prices and terms, made sales to or purchases from, or engaged in other transactions with, corporations of which certain Goodyear non-management directors are executive officers and/or directors. Goodyear does not consider the transactions to be material to its business and believes such transactions were not material in relation to the business of such other corporations or the interests of the directors concerned.

On an annual basis, each director and executive officer is obligated to complete a Director and Officer Questionnaire that requires disclosure of any transactions with the Company in which the director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. Under the Board of Directors and Executive Officers Conflict of Interest Policy, directors and executive officers are expected to promptly disclose potential conflicts of interest to Goodyear's General Counsel, who may consult with the Chairman of the Governance Committee on matters of interpretation of the policy. Any waivers of the policy are required to be approved by the Board of Directors, and any such waivers will be promptly disclosed to shareholders.

**Table of Contents****PRINCIPAL ACCOUNTANT FEES****AND SERVICES**

The Audit Committee has appointed PricewaterhouseCoopers LLP ( PwC ) as Goodyear 's independent registered public accounting firm for the fiscal year ending December 31, 2015. Representatives of PwC are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The following table presents fees and expenses for services rendered by PwC for fiscal 2014 and 2013.

(IN THOUSANDS)

	2014	2013
Audit Fees and Expenses <sup>1</sup>	\$ 12,706	\$ 12,836
Audit-Related Fees and Expenses <sup>2</sup>	296	356
Tax Fees and Expenses <sup>3</sup>	1,116	1,974
All Other Fees and Expenses <sup>4</sup>	30	221
Total	\$ 14,148	\$ 15,387

1 Audit fees and expenses represent fees and expenses for professional services provided in connection with the audit of our financial statements and the effectiveness of internal control over financial reporting, the review of our quarterly financial statements and audit services provided in connection with other statutory or regulatory filings.

2 Audit-related fees and expenses consist primarily of accounting consultations and services related to business acquisitions and divestitures.

3 Tax fees and expenses consist primarily of assistance in the preparation of international tax returns and consultations on various tax matters worldwide.

4 All other fees and expenses principally include fees related to advisory services and information and education services.

All audit, audit-related, tax and other services were pre-approved by the Audit Committee, which concluded that the provision of such services by PwC was compatible with the maintenance of that firm 's independence in the conduct of its auditing functions. The Audit Committee 's Pre-Approval Policy provides for pre-approval of audit, audit-related, tax and all other fees on an annual basis and, in addition, individual engagements anticipated to exceed pre-established thresholds must be separately approved. Under the policy, the Audit Committee delegates pre-approval authority to the Chairman of the Committee. The Chairman is to report any such pre-approval decisions to the Audit Committee at

its next scheduled meeting.



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**REPORT OF THE AUDIT COMMITTEE**

Management has the primary responsibility for the integrity of Goodyear's financial information and the financial reporting process, including the system of internal control over financial reporting. PricewaterhouseCoopers LLP ( PwC ), Goodyear's independent registered public accounting firm, is responsible for conducting independent audits of Goodyear's financial statements and the effectiveness of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) ( PCAOB ) and expressing an opinion on the financial statements and the effectiveness of internal control over financial reporting based upon those audits. The Audit Committee is responsible for overseeing the conduct of these activities by management and PwC.

As part of its oversight responsibility, the Audit Committee has reviewed and discussed the audited financial statements, the adequacy of financial controls and the effectiveness of Goodyear's internal control over financial reporting with management and PwC. The Audit Committee also has discussed with PwC the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended, as adopted by the PCAOB in Rule 3200T. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding PwC's communications with the Audit Committee concerning independence, and has discussed with PwC their independence from Goodyear.

Based on the review and discussions with management and PwC referred to above, the Audit Committee has recommended to the Board of Directors that Goodyear include the audited consolidated financial statements of Goodyear and subsidiaries for the year ended December 31, 2014 in Goodyear's Annual Report on Form 10-K for the year ended December 31, 2014 and in its 2014 Annual Report to Shareholders.

**THE AUDIT COMMITTEE**

Peter S. Hellman, Chairman

James A. Firestone

Werner Geissler

W. Alan McCollough

Michael J. Morell

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**PROPOSAL 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has the ultimate authority and responsibility to directly appoint, retain, compensate, oversee, evaluate, and, where appropriate, terminate the independent accountants. The Audit Committee has appointed PwC as the independent registered public accounting firm to audit Goodyear's consolidated financial statements as of and for the fiscal year ending December 31, 2015 and its internal control over financial reporting as of December 31, 2015. During fiscal year 2014, PwC served as Goodyear's independent registered public accounting firm and also provided audit-related, tax and other services. See "Principal Accountant Fees and Services" above.

The Audit Committee engages in an annual evaluation of the independent auditor's qualifications, performance and independence and periodically considers the advisability and potential impact of selecting a different independent registered public accounting firm. In accordance with SEC rules and PwC's policies, audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide service to us. For lead and concurring audit partners, the maximum number of consecutive years of service in that capacity is five years. We select the Company's lead audit partner pursuant to this rotation policy following meetings between the Chairman of the Audit Committee and candidates for that role, as well as discussion by the full Committee and with management. The members of the Audit Committee believe that the continued retention of PwC to serve as Goodyear's independent registered public accounting firm is in the best interests of Goodyear and its shareholders.

As a result, the following resolution will be presented by the Board of Directors at the Annual Meeting:

RESOLVED, that the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2015 is hereby ratified.

Ratification of the appointment of PwC requires the affirmative vote of a majority of our outstanding Common Stock. In the event the appointment of PwC is not ratified by the shareholders, the adverse vote will be deemed to be an indication to the Audit Committee that it should consider selecting another independent registered public accounting firm for 2016.

Your Board of Directors unanimously recommends that shareholders vote FOR ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015 (Proposal 3).

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**PROPOSAL 4 PROPOSAL WITH RESPECT TO THE REMOVAL AND ELECTION OF DIRECTORS**

Our Code of Regulations (the Regulations ) contains only two supermajority voting provisions, which are interrelated:

To remove all of the directors requires the approval of two-thirds of the voting power of the Company; and

To remove less than all of the directors requires the approval of approximately 93% of the voting power of the Company, due to a mandatory provision of Ohio law that is intended to protect cumulative voting rights. After careful review, our Board of Directors recommends that Article II, Section 3 of Goodyear's Regulations be amended to reduce the vote required to remove a director, and to make subsequent amendments to that provision, from a vote of two-thirds of the voting power of the Company to a vote of a majority of the voting power of the Company and, in order to effectuate that change, that amendments to Goodyear's Amended Articles of Incorporation, as amended (the Articles ), be adopted to eliminate cumulative voting in the election of directors.

All of our directors currently stand for election annually and are required to receive a greater number of votes cast for his or her election than against his or her election in order to be elected. In reaching its recommendation in support of this proposal, the Board of Directors weighed general investor sentiment against supermajority voting provisions against the extraordinary act of removing a director between annual meetings of shareholders, given Goodyear's unclassified board and majority vote election standard. The Board of Directors ultimately concluded that a reduction in the vote required from two-thirds to a majority of the voting power of the Company was appropriate.

Furthermore, our Regulations, consistent with a mandatory provision of Ohio law, prohibit the removal of a director (unless all of the directors are removed) if the votes of a sufficient number of shares are cast against that director's removal which, if cumulatively voted at an election of all the directors, would be sufficient to elect at least one director. This provision effectively requires the affirmative vote of approximately 93% of the voting power of the Company in order to remove less than all of the directors. Consequently, in order to effectuate a meaningful change in the vote required to remove directors, cumulative voting must also be eliminated.

Under Ohio law, because our Articles currently do not address cumulative voting, our shareholders have the right to elect to vote cumulatively in any election of directors. Cumulative voting enables a shareholder to cumulate his or her voting power to give one nominee a number of votes equal to the number of directors to be elected multiplied by the number of shares he or she holds, or to distribute the votes among two or more nominees as he or she sees fit. Thus, with cumulative voting, shareholders can cast all of their votes for one nominee, instead of voting each share for or against or abstain for each nominee, and thereby can potentially elect a nominee that has not been supported by the holders of a majority of the shares voting on the election of directors. As a result, cumulative voting is at odds with the objectives of Goodyear's majority voting

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**PROPOSAL WITH RESPECT TO THE REMOVAL AND  
ELECTION OF DIRECTORS**

standard for director elections because cumulative voting potentially empowers shareholders with less than a majority of the shares to elect one or more directors, while majority voting seeks to hold every director accountable to those with a majority of shares voting on the election of directors. Coupled with the annual election of directors, cumulative voting also increases the chances that a minority shareholder could take disruptive actions in opposition to the wishes of the majority of shareholders.

Our Board believes that each director should only be elected if that director receives a majority of the votes cast and that each director should represent the interests of all shareholders, rather than the interests of a minority shareholder or limited constituency. Our Board also acknowledges that, with cumulative voting, the ability of shareholders to remove a director as currently provided by our Regulations is illusory. Therefore, our Board believes that it is in the best interests of the Company and the shareholders to eliminate cumulative voting.

The elimination of cumulative voting might under certain circumstances render more difficult or discourage a proxy contest, tender offer or the assumption of control by a holder of a large block of our Common Stock. Neither management nor our Board is aware of any attempt by any shareholder to accumulate sufficient shares to undertake any such actions. Our Board views this proposal as an appropriate balancing measure in view of the ability to remove directors, the annual election of our directors, and our director majority voting standard.

The text of the amendments to the Regulations are set forth in Exhibit A to this Proxy Statement. The proposed amendment to the Articles would be added as a new Article Eighth, the text of which is also set forth in Exhibit A of this Proxy Statement. In addition, Article Seventh of the Articles, which relates to our director majority voting standard, will be revised to remove references to cumulative voting, as shown in Exhibit A.

Adoption of the amendments to the Regulations and the Articles requires the affirmative vote of two-thirds of our outstanding Common Stock.

Your Board of Directors unanimously recommends that shareholders vote FOR approval of amendments to Goodyear's Code of Regulations and Articles of Incorporation to reduce the vote required to remove directors (and to make subsequent amendments to that provision) and to eliminate cumulative voting in the election of directors (Proposal 4).

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**PROPOSAL 5 PROPOSAL TO ELIMINATE CERTAIN SUPERMAJORITY VOTING PROVISIONS**

Our Board of Directors recommends that the shareholders approve an amendment the Articles to reduce the vote required to approve certain business combination transactions from two-thirds of the voting power of the Company to a majority of the voting power of the Company.

Under Ohio law, shareholder approval of business combination transactions generally requires the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of a corporation unless the corporation's articles of incorporation provide for the affirmative vote of a greater or lesser proportion, but not less than a majority, of the voting power of the corporation. Under the proposal, certain of these statutorily-provided supermajority voting requirements would be eliminated and a new Article would be added to provide that certain mergers, consolidations and sales of all or substantially all of the Company's assets may be approved by a majority of the voting power of the Company, as permitted under Ohio law.

The Board of Directors has observed that shareholder proposals seeking to remove similar supermajority voting requirements have been proposed in recent years at other public companies and have received significant shareholder support. This evidences the growing investor sentiment that supermajority voting requirements for business combination transactions may permit a minority of shareholders to halt a business combination transaction that is supported by the majority of the shareholders. Given the amount of shareholder support generally for similar proposals and following a careful assessment, the Board of Directors has decided to propose the elimination of the supermajority voting requirements for approval of certain business combination transactions.

The text of the amendment to the Articles is set forth in Exhibit A to this Proxy Statement.

Adoption of the amendment to the Articles requires the affirmative vote of two-thirds of our outstanding Common Stock.

Your Board of Directors unanimously recommends that shareholders vote FOR approval of an amendment to Goodyear's Amended Articles of Incorporation to reduce the vote required for certain business combination transactions (Proposal 5).

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**PROPOSAL 6 SHAREHOLDER PROPOSAL**

The proposal set forth below has been submitted by Mr. John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, the beneficial owner of no fewer than 300 shares of Goodyear's Common Stock.

**Proposal 6 Simple Majority Vote**

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to *What Matters in Corporate Governance* by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic also won 98% support of all votes cast at our 2013 annual meeting. It is up to management to explain in its response to this proposal how a proposal that receives 98% support is not adopted.

This proposal topic also won 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. Currently a 1%-minority can frustrate the will of our 66%-shareholder majority.

An added incentive to vote for this proposal is our Company's clearly improvable corporate governance as reported in 2014:

GMI, an independent investment research firm, said Richard Kramer had total realized pay of \$17 million for 2013. GMI said multiple related party transactions and other potential conflicts of interest involving Goodyear's board or senior managers should be reviewed in greater depth, as such practices raise concerns regarding potential self-dealing or abuse. Goodyear had not disclosed specific, quantifiable performance target objectives for our CEO.

Returning to the core topic of this proposal from the context of our clearly improvable corporate performance, please vote to protect shareholder value:

**Simple Majority Vote Proposal 6**

Your Board of Directors unanimously recommends that shareholders vote AGAINST approval of this shareholder proposal (Proposal 6).

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**OTHER BUSINESS**

Your Board of Directors does not intend to bring any other business before the Annual Meeting and is not aware of any other business intended to be presented by any other person.

After the conclusion of the matters described above, shareholders will have an opportunity to ask appropriate questions regarding Goodyear and its operations.

If any other matters properly come before the Annual Meeting, your proxy will be voted by Mr. Bialosky, Ms. Thompson or Mr. Bell in such manner as they, in their discretion, deem appropriate.

March 13, 2015

By Order of the Board of Directors

DAVID L. BIALOSKY

Secretary



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**EXHIBIT A**

Proposal 4 To reduce the voting standard to remove directors and to eliminate cumulative voting in the election of directors.

Text of amendments to the Code of Regulations:

ARTICLE II, SECTION 3. *Vacancies; Resignations; Removal of Directors.* In the event of the occurrence of any vacancy or vacancies in the Board, however caused, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any such vacancy for the unexpired term. Any director may resign at any time by oral statement to that effect made at a meeting of the Board or in a writing to that effect delivered to the Secretary, such resignation to take effect immediately or at such other time thereafter as the director may specify. All the directors, or any individual director, may be removed from office by the vote of the holders of shares entitling them to exercise ~~two-thirds~~ a majority of the voting power of the Company entitled to vote to elect directors in place of the director or directors to be removed, ~~provided that unless all the directors are removed, no individual director shall be removed if the votes of a sufficient number of shares are cast against such director's removal which, if cumulatively voted at an election of all the directors would be sufficient to elect at least one director; provided further, that, if shareholders do not have the right to vote cumulatively under the laws of the State of Ohio or the Articles of Incorporation, such directors or individual director may be removed from office by the vote of the holders of shares entitling them to exercise two-thirds of the voting power of the Company entitled to vote to elect directors in place of the director or directors to be removed.~~ In the event of any such removal, a new director may be elected at the same meeting for the unexpired term of each director removed. Failure to elect a director to fill the unexpired term of any director so removed from office shall be deemed to create a vacancy in the Board of Directors. Notwithstanding Article X of these Regulations, the provisions of this Section 3 of Article II may be amended, repealed or supplemented only by the shareholders at a meeting held for such purpose by the affirmative vote of the holders of shares entitling them to exercise ~~two-thirds~~ a majority of the voting power of the Company on such proposal.

Text of amendments to the Amended Articles of Incorporation:

New Article Eighth would read in its entirety as follows:

No holder of shares of the Corporation shall have the right to cumulate his or her voting power in the election of directors of the Corporation.

Article Seventh would also be amended as follows:

SEVENTH: In order for a nominee to be elected a director of the corporation in an uncontested election ~~for which cumulative voting is not in effect~~, the nominee must receive a greater number of votes cast for his or her election than against his or her election. In a contested election ~~or if cumulative voting is in effect~~, the nominees receiving the greatest number of votes shall be elected, up to the number of directors to be elected. An election shall be considered contested if there are more nominees for election than director positions to be filled in that election.



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**EXHIBIT A**

Proposal 5 To reduce the voting standard for certain business combination transactions.

Text of amendments to the Amended Articles of Incorporation:

New Article Ninth would read in its entirety as follows:

- (a) Notwithstanding any provision of the laws of the State of Ohio requiring the vote of the holders of a designated proportion (but less than all) of the voting power of the Corporation, the vote of such holders required to approve, adopt or authorize any Business Combination (as hereinafter defined), where any provision of the laws of the State of Ohio requires such a vote, shall be the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation on the proposal, and the affirmative vote of the holders of shares of any particular class that is otherwise required by these Articles of Incorporation.
  
- (b) A Business Combination, for purposes of this Article Ninth, shall mean:
  - (i) any merger or consolidation of the Corporation into or with any other person, corporation or entity; or
  
  - (ii) any sale, lease, exchange, transfer or other disposition of all or substantially all of the assets of the Corporation to or with any other corporation, person or entity.

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## Use of Non-GAAP Financial Measures

## RECONCILIATION FOR SEGMENT OPERATING INCOME

(\$ in millions)	Twelve Months Ended December 31,					
	2014	2013	2012	2011	2010	2009
Total Segment Operating Income	\$ 1,712	\$ 1,580	\$ 1,248	\$ 1,368	\$ 917	\$ 372
Rationalizations	(95)	(58)	(175)	(103)	(240)	(227)
Interest expense	(428)	(392)	(357)	(330)	(316)	(311)
Other expense	(302)	(97)	(139)	(73)	(186)	(40)
Asset write-offs & accelerated depreciated	(7)	(23)	(20)	(50)	(15)	(43)
Corporate incentive compensation plans	(97)	(108)	(69)	(70)	(71)	(41)
Corporate pension curtailments/settlements	(33)		1	(15)		
Intercompany profit elimination	4	4	(1)	(5)	(14)	(13)
Retained expenses of divested operations	(16)	(24)	(14)	(29)	(20)	(17)
Other	(51)	(69)	(34)	(75)	(47)	(37)
Income (Loss) before Income Taxes	\$ 687	\$ 813	\$ 440	\$ 618	\$ 8	\$ (357)
United States and Foreign Taxes	(1,834)	138	203	201	172	7
Less: Minority Shareholders Net Income	69	46	25	74	52	11
Goodyear Net Income (Loss)	\$ 2,452	\$ 629	\$ 212	\$ 343	\$ (216)	\$ (375)

## RECONCILIATION FOR FREE CASH FLOW FROM OPERATIONS

The amounts below are calculated from the Consolidated Statements of Cash Flows except for pension expense, which is as reported in the pension-related note in the Notes to Consolidated Financial Statements

(\$ in millions)	Year Ended December 31,					
	2014	2013	2012	2011	2010	2009
Net Income (Loss)	\$ 2,521	\$ 675	\$ 237	\$ 417	\$ (164)	\$ (364)
Depreciation and Amortization	732	722	687	715	652	636
Change in Working Capital <sup>(a)</sup>	(1)	415	457	(650)	52	1,081
Pension Expense <sup>(b)</sup>	158	285	307	266	300	387
Other <sup>(c)</sup>	(1,506)	75	140	461	546	187
Capital Expenditures	(923)	(1,168)	(1,127)	(1,043)	(944)	(746)
Free Cash Flow from Operations (non-GAAP)	\$ 981	\$ 1,004	\$ 701	\$ 166	\$ 442	\$ 1,181
Capital Expenditures	923	1,168	1,127	1,043	944	746
Pension Contributions & Direct Payments	(1,338)	(1,162)	(684)	(294)	(405)	(430)
Rationalizations Payments	(226)	(72)	(106)	(142)	(57)	(200)
Cash Flow from Operating Activities (GAAP)	\$ 340	\$ 938	\$ 1,038	\$ 773	\$ 924	\$ 1,297

- (a) Working capital represents total changes in accounts receivable, inventories and accounts payable trade.
- (b) Pension expense is the net periodic pension cost before curtailments, settlements and termination benefits as reported in the pension-related note in the Notes to Consolidated Financial Statements.
- (c) Other includes amortization and write-off of debt issuance costs, deferred income taxes, net pension curtailments and settlements, net rationalization charges, net (gains) losses on asset sales, net Venezuela currency loss, customer prepayments and government grants, insurance proceeds, compensation and benefits less pension expense, other current liabilities, and other assets and liabilities.

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**Our People**

From encouraging wellness and safety both on and off the job to supporting a team-based culture of continuous learning, Goodyear's policy is to act with honesty, integrity, and respect.

We employ about 67,000 associates around the world

We have reduced our total injury rate by >35% since 2009

**Our Products**

Meeting customers' needs for highest-quality products. Leading in targeted segments as well as innovation. Being competitively advantaged. These are Goodyear's strategic principles for creating sustainable economic value that will result in an even stronger company.

**Our Environment**

Sharing the planet with customers, employees, shareholders, communities and suppliers is the impetus behind key sustainability objectives at Goodyear. Our sustainable activities mirror this commitment.

Zero waste to landfill from our manufacturing facilities

We have reduced our greenhouse gas emissions rates and energy and water use rates by 11% to 13% since 2010

**Our Communities**

With a focus on STEM (science, technology, engineering, mathematics) education and road safety, Goodyear's long history of corporate philanthropy, outreach and sponsorship continues to reflect our corporate values. We support our local communities and address basic needs.

We own approximately 5,500 patents  
worldwide

Our global headquarters is Gold  
LEED certified

We launched 38 new consumer and  
commercial truck tires in 2014

Our Highway Hero program  
recognizes truck drivers  
who have saved lives on the road

For additional information on Goodyear's commitment to corporate responsibility, see our annual [Corporate Responsibility Report](#) which is available online at [www.goodyear.com/responsibility](http://www.goodyear.com/responsibility).

Please note, however, that information contained on the website is not incorporated by reference in this Proxy Statement or considered to be a part of this document.

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THE GOODYEAR TIRE & RUBBER COMPANY

200 Innovation Way

Akron, Ohio 44316

Goodyear is one of the world's leading tire companies, with operations in most regions of the world. Together with its U.S. and international subsidiaries and joint ventures, Goodyear develops, manufactures, markets and distributes tires for most applications. It also manufactures and markets rubber-related chemicals for various applications. Goodyear is one of the world's largest operators of commercial truck service

and tire retreading centers. In addition, it operates approximately 1,200 tire and auto service center outlets where it offers its products for retail sale and provides automotive repair and other services. Goodyear manufactures its products in 50 facilities in 22 countries. It has marketing operations in almost every country around the world. It employs approximately 67,000 people around the world.



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*C/O COMPUTERSHARE TRUST COMPANY, N.A.*

*P.O. BOX 43069*

*PROVIDENCE, RI 02940-3069*

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 12, 2015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by The Goodyear Tire & Rubber Company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

**VOTE BY TELEPHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 12, 2015. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to The Goodyear Tire & Rubber Company, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**If you vote via the Internet or by phone,**

**please do not mail your card.**

**Your vote is important. Please vote immediately.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M84213-P59552

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**THE GOODYEAR TIRE & RUBBER  
COMPANY**

**The Board of Directors recommends that you vote**

**FOR the election of all Nominees.**

ITEM 1. Election of  
Directors

NOMINEES:	For	Against	Abstain		For	Against	Abstain
1a) William J. Conaty	..	..	..				
	..	..	..	1l) Thomas H. Weidemeyer	..	..	..
1b) James A. Firestone	..	..	..				
	..	..	..	1m) Michael R. Wessel	..	..	..
1c) Werner Geissler	..	..	..	<b>The Board of Directors recommends that you vote</b>			
1d) Peter S. Hellman	..	..	..	<b>FOR the following proposals.</b>			
1e) Laurette T. Koellner	..	..	..	ITEM 2. Advisory vote to approve executive compensation.	..	..	..
	..	..	..				
1f) Richard J. Kramer	..	..	..	ITEM 3. Ratification of appointment of	..	..	..

	..	..	..	PricewaterhouseCoopers LLP as Independent			
1g) W. Alan McCollough	..	..	..	Registered Public Accounting Firm.			
					..	..	..
1h) John E. McGlade	..	..	..	ITEM 4. Approve amendments to the Articles of			
				Incorporation and Code of Regulations to			
1i) Michael J. Morell	..	..	..	reduce the vote required to remove directors	..	..	..
				and to eliminate cumulative voting in the			
1j) Roderick A. Palmore				election of directors.			
1k) Stephanie A. Streeter				ITEM 5. Approve amendments to the Articles of			
				Incorporation to reduce the vote required for	..	..	..
				certain business combination transactions.			

Yes No

Please indicate if you plan to attend this meeting.

**The Board of Directors recommends that you vote AGAINST the following proposal.**

ITEM 6. Shareholder Proposal re:  
Simple Majority Vote.

**Please sign name exactly as it appears above. Each joint owner should sign. Please indicate title if you are signing as executor, administrator, trustee, custodian, guardian or corporate officer.**

**The undersigned hereby acknowledges receipt of the Notice of 2015 Annual Meeting of Shareholders and Proxy Statement.**

Signature [PLEASE SIGN  
WITHIN BOX]

Date

Signature (Joint Owners)

Date

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**ANNUAL MEETING OF SHAREHOLDERS**

**THE GOODYEAR TIRE & RUBBER COMPANY**

**APRIL 13, 2015**

**4:30 P.M.**

**HILTON AKRON/FAIRLAWN**

**3180 WEST MARKET STREET**

**AKRON, OHIO**

**PLEASE VOTE YOUR VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The 2015 Notice and Proxy Statement and 2014 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M84214-P59552

**THE GOODYEAR TIRE & RUBBER COMPANY**

**PROXY FOR 2015 ANNUAL MEETING OF SHAREHOLDERS**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned, a holder (or designated proxy) of shares of the Common Stock of The Goodyear Tire & Rubber Company, hereby appoints David L. Bialosky, Laura K. Thompson and Bertram Bell and each or any of them, the proxies or proxy of the undersigned, with full power of substitution, to represent the undersigned, and to vote all of the shares of Common Stock that the undersigned is entitled to vote, at the Annual Meeting of Shareholders of the Company to be held at the Hilton Akron/Fairlawn in Akron, Ohio, on Monday, April 13, 2015, at 4:30 P.M., Akron time, and at any and all adjournments thereof; with the power to vote said shares for the election of thirteen Directors of the Company (with discretionary authority to cumulate votes), upon the other matters listed on the reverse side hereof and upon all other matters as may properly come before the meeting or any adjournment thereof. This Proxy is given and is to be

construed according to the laws of the State of Ohio.

**If you sign and return this card without marking, this proxy card will be treated as being FOR the election of Directors (with discretionary authority to cumulate votes), FOR Items 2, 3, 4 and 5, and AGAINST Item 6.**

**If you plan to attend the 2015 ANNUAL MEETING, please mark the box indicated on the reverse side.**

**THIS PROXY IS CONTINUED ON THE REVERSE SIDE.**

**PLEASE MARK, DATE AND SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

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***C/O COMPUTERSHARE TRUST COMPANY, N.A.***

***P.O. BOX 43069***

***PROVIDENCE, RI 02940-3069***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 8, 2015. Have your voting instruction card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by The Goodyear Tire & Rubber Company in mailing proxy materials, you can consent to receiving all future proxy statements, voting instruction cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

**VOTE BY TELEPHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 8, 2015. Have your voting instruction card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your voting instruction card and return it in the postage-paid envelope we have provided or return it to The Goodyear Tire & Rubber Company, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**If you vote via the Internet or by phone,**

**please do not mail your card.**

**Your vote is important. Please vote immediately.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M84215-P59552

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**THE GOODYEAR TIRE & RUBBER  
COMPANY**

**The Board of Directors recommends that you vote**

**FOR the election of all Nominees.**

ITEM 1. Election of  
Directors

NOMINEES:	For	Against	Abstain		For	Against	Abstain
1a) William J. Conaty	..	..	..				
	..	..	..	1l) Thomas H. Weidemeyer	..	..	..
1b) James A. Firestone	..	..	..				
	..	..	..	1m) Michael R. Wessel	..	..	..
1c) Werner Geissler	..	..	..	<b>The Board of Directors recommends that you vote</b>			
1d) Peter S. Hellman	..	..	..	<b>FOR the following proposals.</b>			
1e) Laurette T. Koellner	..	..	..	ITEM 2. Advisory vote to approve executive compensation.	..	..	..
	..	..	..		..	..	..
1f) Richard J. Kramer	..	..	..	ITEM 3. Ratification of appointment of	..	..	..



	..	..	..	PricewaterhouseCoopers LLP as Independent			
1g) W. Alan McCollough	..	..	..	Registered Public Accounting Firm.			
					..	..	..
1h) John E. McGlade	..	..	..	ITEM 4. Approve amendments to the Articles of			
				Incorporation and Code of Regulations to reduce the	..	..	..
1i) Michael J. Morell	..	..	..	vote required to remove directors and to eliminate			
	..	..	..				
1j) Roderick A. Palmore				cumulative voting in the election of directors.			
1k) Stephanie A. Streeter				ITEM 5. Approve amendments to the Articles of	..	..	..
				Incorporation to reduce the vote required for			
	<b>Yes</b>	<b>No</b>					
Please indicate if you plan to attend this meeting.	..	..		certain business combination transactions.			

**The Board of Directors  
recommends that you vote  
AGAINST the following  
proposal.**

ITEM 6. Shareholder Proposal re:  
Simple Majority Vote.

**Authorization: I acknowledge receipt of the Notice of 2015 Annual Meeting of Shareholders and Proxy Statement. I hereby instruct the trustee to vote by proxy, in the form solicited by the Board of Directors, the number of full shares in this Plan account(s) as specified above, or, if not specified above, as recommended by the Board of Directors.**

Date

Signature (Joint Owners)

Date

Signature [PLEASE SIGN  
WITHIN BOX]

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**ANNUAL MEETING OF SHAREHOLDERS**

**THE GOODYEAR TIRE & RUBBER COMPANY**

**APRIL 13, 2015**

**4:30 P.M.**

**HILTON AKRON/FAIRLAWN**

**3180 WEST MARKET STREET**

**AKRON, OHIO**

**PLEASE VOTE YOUR VOTE IS IMPORTANT**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The 2015 Notice and Proxy Statement and 2014 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M84216-P59552

**CONFIDENTIAL VOTING INSTRUCTIONS 2015 ANNUAL MEETING OF  
SHAREHOLDERS**

**FOR EMPLOYEE SAVINGS AND OTHER PLANS**

**Solicited on Behalf of the Board of Directors**

**April 13, 2015**

The proxy soliciting materials furnished by the Board of Directors of The Goodyear Tire & Rubber Company in connection with the Annual Meeting of Shareholders to be held on Monday, April 13, 2015, are delivered herewith.

Under each employee savings or similar plan in which you participate, you have the right to give written instructions to the trustee for such plan to vote as you specify the number of full shares of Common Stock

of The Goodyear Tire & Rubber Company representing your proportionate interest in each such plan on February 18, 2015.

As a participant in and a named fiduciary (i.e., the responsible party identified in the voting section of each Plan Document) under an employee savings plan or other similar plan, you have the right to direct The Northern Trust Company, as trustee, how to vote the shares of Common Stock of The Goodyear Tire & Rubber Company allocated to this account under such plan as well as a portion of any shares for which no timely voting instructions are received from other participants. Each savings plan provides that the trustee will vote the shares for which voting instructions have not been received in the same proportion as it votes the shares for which it has received such instructions unless to do so would be inconsistent with the trustee's duties. If you wish to have the shares allocated to this account under the plan as well as a portion of any shares for which no timely voting instructions are received from other participants voted by the trustee in accordance with your instructions, please sign the authorization on the reverse side of this card and return it in the enclosed envelope or give your instructions by telephone or via the Internet.

I hereby instruct the trustee to vote (or cause to be voted) all shares of Common Stock of The Goodyear Tire & Rubber Company credited to this account under each plan on February 18, 2015, at the Annual Meeting of Shareholders to be held on April 13, 2015, and at any adjournment thereof as indicated on the reverse side hereof and upon all other matters as may properly come before the meeting or any adjournment thereof.

**Unless otherwise specified on the reverse side, if you give your instructions by signing and returning this card, or by telephone or via the Internet, the Trustee will vote FOR the election of Directors (with discretionary authority to cumulate votes), FOR Items 2, 3, 4 and 5, and AGAINST Item 6.**

**If you plan to attend the 2015 ANNUAL MEETING, please mark the box indicated on the reverse side.**

**THIS CONFIDENTIAL VOTING INSTRUCTION CARD IS CONTINUED ON THE REVERSE SIDE.**

**PLEASE MARK, DATE AND SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**