GOODYEAR TIRE & RUBBER CO /OH/
Form DEF 14A
March 13, 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 x 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))**

x 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):

x 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 Boards 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.

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.

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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
1.	**Election of Directors**	FOR each Nominee	16
2.	**Advisory Vote on Executive Compensation**	FOR	23
3.	**Ratification of Appointment of Independent Registered Public Accounting Firm**	FOR	76
4.	**Company Proposal with respect to the Removal and Election of Directors**	FOR	77
5.	**Company Proposal to Eliminate Certain Supermajority Voting Provisions**	FOR	79
6.	**Shareholder Proposal**	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 INCENTIVES	**Annual Performance Plan**	NEW METRIC FOR 2014: Free Cash Flow from Operations	**40%**
		EBIT	**40%**
		Operating Drivers	**20%**
LONG-TERM AWARDS	**Performance-Based Awards** *(Paid out in Equity and Cash)*	Net Income	**50%**
		NEW METRIC FOR 2014: Cash Flow Return on Capital	**50%**
	Stock Options		

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

No dividends or dividend equivalents on unearned performance-based equity awards

No repricing of options without shareholder approval

No pension credit for newly hired executives to make up for service at prior employers

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

Hedging and pledging of our Common Stock by officers, directors and employees is prohibited

Robust clawback policy in place

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

Corporate Governance Highlights

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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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

Director Nominees

Voting for Proposals

PROPOSAL 2 *Advisory Vote on Executive Compensation*

Majority of votes actually cast at the meeting

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

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

Majority of our outstanding Common Stock

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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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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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.

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.

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 or at 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.

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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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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CORPORATE GOVERNANCE

PRINCIPLES AND BOARD MATTERS

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

		Committees				
	Independent	Audit	Compensation	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, *Lead Director*		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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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.

Audit Committee

MEMBERS:	KEY RESPONSIBILITIES:
Mr. Firestone Mr. Geissler Mr. Hellman (Chairman) Mr. McCollough Mr. Morell **MEETINGS IN 2014:** 6	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.
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:	**KEY RESPONSIBILITIES:**
Mr. Conaty Mr. McCollough Mr. McGlade Ms. Streeter (Chairman)	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) Mr. Morell Mr. Weidemeyer Mr. Wessel	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.

MEETINGS IN 2014: 3

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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	

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. McGlade

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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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 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

Director Since:

August 1, 2011

Committees:

Compensation

Governance

Age: 69

CURRENT PRINCIPAL OCCUPATION:

President of Conaty Consulting LLC and Advisory Partner of Clayton, Dubilier & Rice, LLC

OTHER PUBLIC COMPANY DIRECTORSHIPS

HELD SINCE JANUARY 1, 2010:

Hewitt Associates (2008 2010)

DESCRIPTION OF BUSINESS EXPERIENCE:

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

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.

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

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

valuable contributions as a Goodyear director.

Laurette T. Koellner

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

Director Since:

April 10, 2007

Lead Director

Committees:

Audit

Compensation

Age: 65

CURRENT PRINCIPAL OCCUPATION:

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

DESCRIPTION OF BUSINESS EXPERIENCE:

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.

OTHER PUBLIC COMPANY DIRECTORSHIPS

HELD SINCE JANUARY 1, 2010:

La-Z-Boy Inc. (2007 present)

VF Corporation (2000 present)

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.

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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.

OTHER PUBLIC COMPANY DIRECTORSHIPS

HELD SINCE JANUARY 1, 2010:

Bunge Limited (August 5, 2014 present)

Air Products and Chemicals, Inc. (2007 2014)

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.

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

OTHER PUBLIC COMPANY DIRECTORSHIPS HELD SINCE JANUARY 1, 2010:

None

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.

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.

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.

Justice and in private practice.

Stephanie A. Streeter

Director Since:

October 7, 2008

Committees:

Compensation (Chairman)

Governance

Age: 57

CURRENT PRINCIPAL OCCUPATION:

Chief Executive Officer of

Libbey Inc.

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.

OTHER PUBLIC COMPANY DIRECTORSHIPS

HELD SINCE JANUARY 1, 2010:

Libbey Inc. (2011 present)

Kohl s Corporation (2007 present)

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

OTHER PUBLIC COMPANY DIRECTORSHIPS HELD SINCE JANUARY 1, 2010:

None

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 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:

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

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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	We generated free cash flow from operations of $981 million in 2014.
Shareholder Return Program	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.
Addressed Legacy Pension Liabilities	We fully funded and froze substantially all of our hourly U.S. pension plans.
	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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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
ANNUAL INCENTIVES	**Annual Performance Plan**	NEW METRIC FOR 2014: Free Cash Flow from Operations	**40%**
		EBIT	**40%**
		Operating Drivers	**20%**
LONG-TERM AWARDS	**Performance-Based Awards** *(Paid out in Equity and Cash)*	Net Income	**50%**
		NEW METRIC FOR 2014: Cash Flow Return on Capital	**50%**
	Stock Options		

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

Enhancing Long-Term Alignment of Pay for Performance	Even Weighting Over Performance Period. 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.
Diversifying Metrics Across Program	Short-Term. 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. Long-Term. Changed long-term incentive metric from total cash flow, net of debt to

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:

Strong Link to TSR	Relative TSR modifier on all long-term performance-based awards
Dividend Policy	No dividends or dividend equivalents on unearned performance-based equity awards
No Repricing	No repricing of options without shareholder approval
No Additional Service Credit in Pension	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.
Double-Trigger Change-in-Control	Double-trigger change-in-control provisions in our change-in-control plan and our equity compensation plans, and no walk-away rights
No Gross-Ups	No tax gross-ups in our change-in-control plan or for perquisites
Strong Stockholding and Retention Policies	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 Hedging or Pledging	Hedging and pledging of our Common Stock by officers, directors and employees is prohibited
Clawback Policy	Robust clawback policy in place
Independent Committee	Compensation Committee consists only of independent Board members

Leading Independent Consultant	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.

SECOND, as executives move to a greater level of responsibility, the percentage of their pay based on performance should increase to ensure the highest level of accountability to shareholders.

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.

FOURTH, the percentage of total compensation paid in the form of equity should also increase as executives have increasing responsibility for corporate performance, thereby more closely aligning their interests with those of our shareholders.

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
Annual Compensation		
Base Salary	Annual cash compensation	Provide an appropriate level of fixed compensation necessary to attract and retain employees Recognize and reward skills, competencies, experience, leadership and individual contribution
Annual Incentive Plans	Annual cash incentive based on corporate performance (corporate and/or operating unit performance measures) and individual performance	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
Long-Term Incentive Compensation		
Stock Options	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	Link realized compensation over long-term to appreciation in stock price Facilitate retention Build executive stock ownership Align interests of management with those of shareholders
Performance-Based Awards	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 Payable in shares of Common Stock and cash	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 Facilitate retention Align interests of management with those of shareholders
Retirement Programs		
Qualified Retirement Plans	Post-retirement benefits	Necessary to attract and retain employees
Supplementary Pension Plan and Excess Benefit Plans	Additional retirement benefits	Facilitate attraction and retention of executive officers Provide for retirement replacement income, thereby facilitating an orderly succession of talent
Other Executive Benefits		

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	
	Limited use of company aircraft	
Other Benefits	Medical, welfare and other benefits	Necessary to attract and retain employees

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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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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.

P eer 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;

(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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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.

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[1]	% 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

1 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:

Strategic Objective	Operating Driver
Market-Back Innovation Excellence **Sales & Marketing Excellence**	New Product Vitality Meet goals for the proportion of branded replacement tire sales volume from products launched in the last four years.
Operational Excellence	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.
Enabling Investments	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				
	50%	100%	200%	Actual Results	Payout Percentage
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[1]	TSR Modifier
³ 75th Percentile	1.2 times
= 50th Percentile	1.0 times
£ 25th 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 ($)[1]	Portion Payable in Shares (# of Shares)	Portion Payable in Cash ($)
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

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

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

				Cash Flow Return on Capital	
				Actual	Payout
Performance Cycle	Threshold	Target	Maximum	Results	Percentage
2014-2016[3]	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.

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 ($)	Portion of Actual Award Payable in Cash ($)[1]	Portion of Actual Award Payable in Shares (# of Shares)[1]
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 ($)	Portion of Actual Award Payable in Cash ($)[1]	Portion of Actual Award Payable in Shares (# of Shares)[1]
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 Performance Period[1]	2013 Performance Period[2]	2014 Performance Period	Impact of TSR Modifier	Cash Payout 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 Performance Period[1] (# of Shares)	2013 Performance Period[2] (# of Shares)	2014 Performance Period (# of Shares)	Impact of TSR Modifier (# of Shares)	Shares Payout 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.

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

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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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.

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

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

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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 ($)[1]	Option Awards ($)[2]	Non-Equity Incentive Plan Compensation ($)[3]	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)[4]	All Other Compensation ($)[5]	Total ($)
Richard J. Kramer	2014	$ 1,083,333	$ 0	$ 1,447,796	$ 2,639,994	$ 9,471,870	$ 3,121,153	$ 88,951	$ 17,853,097
Chairman of the Board,	2013	1,050,000	0	925,415	2,640,000	13,965,003	538,440	71,642	19,190,500
Chief Executive Officer and President	2012	1,033,333	0	786,504	2,249,999	9,304,867	3,673,172	57,849	17,105,724
Laura K. Thompson	2014	508,333	0	164,517	299,993	1,312,325	793,689	35,824	3,114,681
Executive Vice President and Chief Financial Officer	2013	321,667	0	1,007,100	318,918	1,510,735	26,908	43,692	3,229,020
Darren R. Wells	2014	610,000	0	329,034	599,997	2,497,396	714,245	32,929	4,783,601
President, Europe,	2013	567,917	0	209,772	599,992	3,893,987	36,634	36,507	5,344,809
Middle East and Africa	2012	555,000	0	185,136	529,646	2,674,733	846,993	33,325	4,824,833
Gregory L. Smith	2014	541,667	0	262,885	479,391	2,017,088	311,328	33,291	3,645,650
Senior Vice President,	2013	525,000	0	733,545	479,397				