

EASTMAN CHEMICAL CO
Form 4
May 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNEED NORRIS P

(Last) (First) (Middle)

EASTMAN CHEMICAL
COMPANY, 100 N. EASTMAN
ROAD

(Street)

KINGSPORT, TN 37660-5075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EASTMAN CHEMICAL CO [EMN]

3. Date of Earliest Transaction
(Month/Day/Year)

05/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, HR Communications and PA

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|-----------------|---|--|--|
| | | | | Code | V | Amount or Price | | | |
| Common Stock | 05/23/2005 | | M | | 500 | A \$ 53 | 2,633 | D | |
| Common Stock | 05/23/2005 | | S | | 500 | D \$ 59.75 (1) | 2,133 | D | |
| Common Stock | 05/23/2005 | | M | | 500 | A \$ 56.875 | 2,633 | D | |
| Common Stock | 05/23/2005 | | S | | 500 | D \$ 59.74 (1) | 2,133 | D | |
| Common Stock | 05/23/2005 | | M | | 2,300 | A \$ 49.22 | 4,433 | D | |

Edgar Filing: EASTMAN CHEMICAL CO - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|----------------------|-------|---|--------|
| Common Stock | 05/23/2005 | S | 2,300 | D | \$ 59.72 (1) | 2,133 | D | |
| Common Stock | 05/23/2005 | M | 1,818 | A | \$ 29.9 | 3,951 | D | |
| Common Stock | 05/23/2005 | S | 1,818 | D | \$ 59.7121 (1) | 2,133 | D | |
| Common Stock | 05/23/2005 | M | 2,250 | A | \$ 43.66 | 4,383 | D | |
| Common Stock | 05/23/2005 | S | 2,250 | D | \$ 59.6311 (1) | 2,133 | D | |
| Common Stock | | | | | | 497 | I | 401(k) |
| Common Stock | | | | | | 521 | I | ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 53 | 05/23/2005 | | M | 500 | 08/01/1998 | 07/31/2006 | Common Stock | 500 |
| Employee Stock Option | \$ 56.875 | 05/23/2005 | | M | 500 | 08/06/2000 | 08/05/2008 | Common Stock | 500 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|
| Option | \$ 49.22 | 05/23/2005 | M | 2,300 | 04/06/2003 | 04/05/2011 | Common Stock | 2,300 |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|

Employee Stock

| | | | | | | | | |
|--------|---------|------------|---|-------|------------|------------|--------------|-------|
| Option | \$ 29.9 | 05/23/2005 | M | 1,818 | 04/04/2005 | 04/03/2013 | Common Stock | 1,818 |
|--------|---------|------------|---|-------|------------|------------|--------------|-------|

Employee Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|
| Option | \$ 43.66 | 05/23/2005 | M | 2,250 | 04/02/2005 | 04/01/2014 | Common Stock | 2,250 |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SNEED NORRIS P EASTMAN CHEMICAL COMPANY 100 N. EASTMAN ROAD KINGSPORT, TN 37660-5075 | | | SVP, HR Communications and PA | |

Signatures

Brian L. Henry, by Power of Attorney
05/25/2005
Date

__Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various market prices per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.