Hawley Michael Form 4 December 09, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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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

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Hawley Michael			2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
EASTMAN COMPANY		E STREET	(Month/Day/Year) 12/07/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTE	ER, NY 146	50	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State)

(City)

(City)	(State)	Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	· ·		
Common Stock	12/07/2009		A	16,670 (1)	A	\$ 4.52	28,452.55	D	

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

(Zip)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	Expiration (Month/Da		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisabl	Expiration le Date	Title	Amount or Number of Shares
Option (right to buy) (2)	\$ 31.71					(3)	12/09/2014	Common Stock	1,500
Option (right to buy) (4)	\$ 24.75					(3)	12/06/2012	Common Stock	1,500
Option (right to buy) (4)	\$ 25.88					(3)	12/11/2013	Common Stock	1,500
Option (right to buy) (4)	\$ 23.28					(3)	12/10/2014	Common Stock	9,620
Option (right to buy) (4)	\$ 7.41					(3)	12/08/2015	Common Stock	18,180
Option (right to buy) (4)	\$ 4.52	12/07/2009		A	18,180	(3)	12/06/2016	Common stock	18,180
Phantom Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	4,911.71

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Hawley Michael EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X					

Signatures

Patrick M. Sheller, as attorney-in-fact for Michael Hawley	12/09/2009
**Signature of Reporting Person	Date

Reporting Owners 2

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) Annual restricted stock equity grant.
- (2) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (3) These options vest one year after the date of grant
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) This award converts to common stock on a 1-for-1 basis.
- (6) Phantom stock units do not have exercise dates or expiration dates.

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.