

Taber Terry R
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
Taber Terry R

(Last) (First) (Middle)
343 STATE STREET
(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) (Instr. 3, 4 and 5)	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 Indirect Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	12/31/2009		M		3,747.1183 (1)	A	\$ 9,439.1183 4.29 (3) D
Common Stock	12/31/2009		F		1,405.1183 (2)	D	\$ 8,034 (3) 4.29 D

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

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(9-02)

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/29/2010	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	01/11/2011	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	01/15/2011	Common Stock
Option (right to buy)	\$ 36.66					<u>(4)</u>	11/21/2012	Common Stock
Option (right to buy)	\$ 7.41					<u>(4)</u>	12/08/2015	Common Stock
Option (right to buy)	\$ 7.41					<u>(4)</u>	12/08/2015	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	12/31/2009		M	3,747,118 ⁽¹⁾	12/31/2009 ⁽⁷⁾	12/31/2009 ⁽⁷⁾	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>					12/31/2011 ⁽⁷⁾	12/31/2011 ⁽⁷⁾	Common Stock
Restricted Stock Units	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taber Terry R 343 STATE STREET			Chief Technical Officer	

ROCHESTER, NY 14650

Signatures

Patrick M. Sheller, as attorney-in-fact for Terry R.
Taber

01/05/2010

__Signature of Reporting Person

Date

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) Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- (2) Payment of withholding taxes.
- (3) These shares are held in a joint account with spouse.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (6) These units convert on a one-to-one basis.
- (7) This is the date these restricted stock units will vest.
- (8) These units vest 50% on both the 3rd and 4th anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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