EASTMAN KODAK CO

Form 4

December 10, 2008

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Report BERMAN ROBERT L	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
7	2011	EASTMAN KODAK CO [EK]	(Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction			
343 STATE STREET		(Month/Day/Year) 12/09/2008	Director 10% OwnerX Officer (give title Other (specification) Senior Vice President		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER, NY 14650		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

ROCHESTER, NY 14650

(State)

(Zin)

(City)

(City)	(State) (Z	Table	I - Non-De	erivative Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock					18,226 (1)	D	
Common Stock					23.282	I	By Trustee of ESOP

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)			6. Date Exercisab Date (Month/Day/Year	7. Title and Underlying (Instr. 3 and		
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3							(2)	03/11/2009	common stock
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/31/2009	common stock
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/29/2010	common stock
Option (right to buy)	\$ 31.3							<u>(2)</u>	01/11/2011	common stock
Option (right to buy)	\$ 31.3							(2)	11/15/2011	common stock
Option (right to buy)	\$ 31.3							(2)	08/25/2012	common stock
Option (right to buy)	\$ 36.66							(2)	11/21/2012	common stock
Option (right to buy)	\$ 24.49							(2)	11/18/2010	common stock
Option (right to buy)	\$ 31.71							(2)	12/09/2011	Common Stock
Option (right to buy)	\$ 26.46							<u>(4)</u>	05/11/2012	Common Stock
Option (right to buy)	\$ 26.47							<u>(4)</u>	05/31/2012	Common Stock

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Option (right to buy) (3)	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock
Option (right to buy) (3)	\$ 25.88					<u>(4)</u>	12/11/2013	Common Stock
Option (right to buy) (3)	\$ 23.28					<u>(4)</u>	12/10/2014	Common Stock
Option (right to buy) (3)	\$ 7.41	12/09/2008	A		100,740	<u>(4)</u>	12/08/2015	Common Stock
Stock Units (9)	<u>(6)</u>	07/16/2008	J	V	58.9797 (10)	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units (8)	<u>(6)</u>	07/16/2008	J	V	4.2338 (10)	12/31/2008(11)	12/31/2008(11)	Common Stock
Restricted Stock Units	<u>(6)</u>	07/16/2008	J	V	187.4181 (10)	12/31/2009(11)	12/31/2009(11)	Common Stock
Restricted Stock Units	<u>(6)</u>	12/09/2008(7)	A		12,750	12/31/2011(11)	12/31/2011(11)	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERMAN ROBERT L 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert L.

Berman

12/10/2008

**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) Some of these shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.

Reporting Owners 3

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- (5) Not Applicable
- (6) These units convert on a one-for-one basis.
- (7) The effective date for these RSUs is January 1, 2009.
- (8) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (9) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (10) These units were credited to the reporting person's account as dividend equivalents.
- (11) This is the date these restricted stock units will vest.

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.